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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

### 香港聯合交易所有限公司(「聯交所」)GEM之特色

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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GEM之定位，乃為中小型公司提供一個上市之市場，此等公司相比起其他在聯交所主板上市之公司帶有較高投資風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣之證券可能會較於聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

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## CONTENTS 目錄

Corporate Profile.....	2
公司簡介	
Summary of Financial Information of the Group .....	4
本集團財務資料概要	
Chairman's Statement.....	5
主席報告	
Management's Statement.....	9
管理層報告	
Management Discussion and Analysis.....	12
管理層討論及分析	
Directors and Senior Management Profile .....	24
董事及高級管理人員履歷	
Corporate Governance Report.....	28
企業管治報告	
Directors' Report.....	46
董事會報告	
Independent Auditor's Report .....	60
獨立核數師報告	
Consolidated Statement of Profit or Loss.....	70
綜合損益表	
Consolidated Statement of Profit or Loss and Other Comprehensive Income .....	71
綜合損益及其他全面收益表	
Consolidated Statement of Financial Position .....	72
綜合財務狀況表	
Consolidated Statement of Changes in Equity.....	74
綜合權益變動表	
Consolidated Statement of Cash Flows.....	76
綜合現金流量表	
Notes to the Consolidated Financial Statements ...	79
綜合財務報表附註	
Corporate Information .....	216
公司資料	



## CORPORATE PROFILE 公司簡介

Founded in July 2000, Sau San Tong Holdings Limited and its subsidiaries (the “Group”) have established itself as one of the leading beauty and slimming services providers in Hong Kong and Mainland China over the past years through the introduction of a series of innovative health and beauty treatment and products as well as the provision of the most professional and superior beauty and slimming solution to our customers. The Group was listed on GEM of the Stock Exchange of Hong Kong Limited (Stock Code: 8200) in November 2003 and is the first listed beauty and slimming company in Hong Kong.

The Group currently has ten beauty and slimming centres with six in Hong Kong, one in Macau and three in Mainland China including one in Beijing, one in Shanghai and one in Shenzhen. All these centers are under two brand names “Sau San Tong” (original brand of the Group) and “IPRO” (acquired in 2015). All these centers provide unique all-rounded personalized beauty and slimming services, health management and anti-ageing treatment programs etc.. Combining the effective treatments and comprehensive follow up services, all programmes enable customers to achieve their desired skin quality, weight and body shape in the healthiest manner.

The Group has been widely recognized and highly praised for its outstanding products and services, the Group was proud to receive “The Most Outstanding Achievement Brand of Asia Beauty & Health Award” from International Beauty and Health Brand Festival, Asia and is honoured to be the “Caring Company” for 10 consecutive years.

To further diversify its businesses, the Group has acquired a distribution business in Mainland China in 2005, which distributes P&G’s personal care products in Shanghai, and cosmetic and skin care products with famous brands like SK-II and Olay in the eastern and western part of Mainland China. With years of development, the distribution network is well developed and with the additions of international famous brands, the growth of turnover as well as the number of distribution points is impressive.

成立於二零零零年七月之修身堂控股有限公司及其附屬公司(「本集團」)，於過往年間，憑著推出一系列創新之保健美容療程及產品，以及致力為客戶提供最專業優質之美容及纖體服務之態度，穩佔作為香港及中國內地美容及纖體服務商之翹楚地位。本集團於二零零三年十一月在香港聯合交易所有限公司GEM上市(股份代號：8200)，成為首間於香港上市之美容及纖體公司。

本集團現共設有十間美容及纖體中心，其中六間位於香港、一間位於澳門及另外三間則設於中國內地，當中一間位於北京、一間位於上海，以及一間位於深圳。每間美容及纖體中心以「修身堂」(本集團原有品牌)及「星悅」(於二零一五年收購)兩個品牌名稱經營。每間美容及纖體中心均提供獨特之全方位個人化美容及纖體服務、健康管理以及抗衰老療程計劃等項目。結合可靠有效之療程及細心貼身之跟進服務，度身設計最健康及安全之計劃，必能為顧客塑造最完美之肌膚、體重及身段。

本集團之卓越產品及服務品質一直以來廣受各界認同及稱譽，本集團於亞州國際美容健康品牌節上榮獲「亞州美容健康最具成就品牌大獎」，以及連續十年成為「商界展關懷」之機構。

為了令業務更多元化，本集團於二零零五年在中國內地收購分銷業務，於上海分銷寶潔公司(P&G)個人護理產品，並於華東及華西地區分銷SK-II及Olay等著名品牌之美容及護膚產品。經過多年發展，分銷網絡發展完善，並已加入國際著名品牌產品，營業額以及分銷點數目均有可觀增長。

## CORPORATE PROFILE 公司簡介

In recent years, the Group realized that e-Commerce is flourishing but the beauty and slimming market is still untapped, the business potential is unpredictable. Therefore, the Group has invested in developing an one-stop online booking platform at [www.beautyu.com](http://www.beautyu.com) since 2012 to pave the way for entering into the e-Commerce new Era.

With the existing beauty and slimming business, product distribution business, franchise co-operation business and e-Commerce business, the Group is well-equipped to provide the best-in-class services to our customers.

In order to fully utilise the idle funds of the Group, the Group has expanded in several new business segments in recent years.

In March 2015, the Group commenced a new business segment of investment in securities, with a view that such business will diversify the income stream of the Group and broaden its revenue base. It may also improve the capital usage efficiency and generate additional investment returns on the idle funds of the Company.

In May 2016, the Group commenced another new business segment of provision of money lending services. The Group provided both secured and unsecured loans with terms ranging from several months to 2 years. For unsecured loans, the Group's targeted corporations and individuals are small to medium sized corporations which include both listed and non-listed corporations and businessmen in various industries. For secured loans, the Group's targeted corporations and individuals are those with properties for mortgage. This money lending business will diversify the income stream of the Group and broaden its revenue base in order to enhance the capital use of the Company as well as the overall interests of the Company and its shareholders.

本集團有見近年間電子商務大行其道，然而美容及纖體市場卻未被開發，認為商機無限。因此，本集團於二零一二年開始投資開發一站式網上預訂平台([www.beautyu.com](http://www.beautyu.com))，為進入電子商務新世代做好準備。

憑藉現有之美容及纖體業務、產品分銷業務、加盟合作業務及電子商務業務，本集團配備完善，向顧客提供最優質之服務。

本集團近年已拓展若干新業務分部，藉以充分善用本集團之閒置資金。

於二零一五年三月，本集團開展證券投資之新業務分部，以冀該業務將令本集團之收入來源多元化，並擴闊其收益基礎。證券投資業務亦可令本公司更有效地運用資本，並為閒置資金產生額外投資回報。

於二零一六年五月，本集團開展提供放債服務之另一項新業務分部。本集團提供年期介乎數個月至兩年之有抵押及無抵押貸款。無抵押貸款方面，本集團之企業及個人服務對象為包括多個行業之上市及非上市企業在內之中小型企業及商人。有抵押貸款方面，本集團則針對擁有用作按揭之物業之企業及個人。此項放債業務將令本集團之收入來源多元化，擴闊其收益基礎，促進本公司之資本運用，並提升本公司及其股東之整體利益。

# SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

## 本集團財務資料概要

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>	<b>2,607,987</b>	2,228,417	1,693,550	1,548,256	1,362,916
Cost of sales	銷售成本	(2,362,517)	(1,958,591)	(1,509,127)	(1,335,614)	(1,189,750)
<b>Gross profit</b>	<b>毛利</b>	<b>245,470</b>	269,826	184,423	212,642	173,166
Other revenue and net income	其他收益及收入淨額	6,520	7,022	21,890	18,225	19,355
Selling and distribution costs	銷售及分銷成本	(97,948)	(93,875)	(83,783)	(80,620)	(85,050)
General and administrative expenses	一般及行政開支	(116,783)	(116,120)	(103,377)	(97,964)	(85,223)
<b>Profit from operations</b>	<b>經營溢利</b>	<b>37,259</b>	66,853	19,153	52,283	22,248
Finance costs	融資成本	(4,382)	(4,157)	(3,165)	(4,424)	(3,647)
Share of losses of joint ventures	應佔合營企業虧損	—	—	—	(2,047)	(3,669)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	<b>32,877</b>	62,696	15,988	45,812	14,932
Income tax expense	所得稅開支	(13,771)	(25,143)	(11,400)	(7,818)	(7,287)
<b>Profit for the year</b>	<b>年內溢利</b>	<b>19,106</b>	37,553	4,588	37,994	7,645
<b>Non-current assets</b>	<b>非流動資產</b>	<b>173,784</b>	171,231	108,834	34,809	41,715
<b>Current assets</b>	<b>流動資產</b>	<b>1,152,906</b>	1,122,110	683,855	560,996	368,899
<b>Current liabilities</b>	<b>流動負債</b>	<b>331,503</b>	(355,758)	(217,402)	(169,054)	(162,776)
<b>Net current assets</b>	<b>流動資產淨額</b>	<b>821,403</b>	766,352	466,453	391,942	206,123
<b>Non-current liabilities</b>	<b>非流動負債</b>	<b>(4,163)</b>	(3,761)	(22,504)	(41,456)	(70,078)
<b>Net assets</b>	<b>資產淨額</b>	<b>991,024</b>	933,822	552,783	385,295	177,760
<b>Capital and reserves</b>	<b>資本及儲備</b>					
Equity attributable to owners of the Company	歸屬於本公司擁有人權益	960,152	921,458	537,907	366,541	153,400
Non-controlling interests	非控股權益	30,872	12,364	14,876	18,754	24,360
<b>Total equity</b>	<b>權益總額</b>	<b>991,024</b>	933,822	552,783	385,295	177,760

## CHAIRMAN'S STATEMENT 主席報告

I am pleased to present the annual report for the year ended 31 March 2018 (the "Year Under Review") to the shareholders of Sau San Tong Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") on behalf of the board of Directors (the "Board").

2018 was a year of recovery for the Group and the entire retail and services industry in Hong Kong and the People's Republic of China (the "PRC" or "China"). The growth in gross domestic production was 6.8% in the PRC and 3.8% in Hong Kong. In addition, stock markets in Hong Kong continued to recover. As a result, the revenue and performance of the beauty and slimming business continued to recover. The local financial market also performed very well which contributed to the performance of the Group's securities investments business. As a result of the continued growth of the economy in China, the product distribution business of the Group in China managed to attain a significant growth.

Apart from carrying out its core business in the professional approach consistently during the Year Under Review, the Group has also proactively identified different opportunities of acquisitions and development. In November 2017, the Group has completed acquisition of a residential property in Hong Kong.

本人謹代表修身堂控股有限公司(「本公司」)董事會(「董事會」)欣然向各位股東提呈本公司及其附屬公司(統稱「本集團」)截至二零一八年三月三十一日止年度(「本回顧年度」)之年度報告。

對本集團、香港以至中華人民共和國(「中國」)之整個零售及服務業而言，二零一八年是復甦之一年。中國及香港之國內生產總值增幅分別為6.8%及3.8%。此外，香港股市持續復甦。因此，美容及纖體業務之收益及表現有所回升。本港金融市場表現亦非常出色，提升本集團證券投資業務之表現。由於中國經濟增長持續，本集團於中國之產品分銷業務取得大幅增長。

本回顧年度內，本集團除一如既往以專業態度經營本業外，亦積極物色各樣收購發展之機遇。於二零一七年十一月，本集團完成收購一項香港住宅物業。



## CHAIRMAN'S STATEMENT 主席報告

Founded in 2000, Sau San Tong has been established for 18 years. Regardless of the changes in economic and business environment over the years, Sau San Tong has long been upholding its founding beliefs, dedicated to address customers' needs in a sincere, caring, professional and devoted manner, abiding by industrial ethics and conduct. Along the way, Sau San Tong has been sharing ups and downs and evolving side by side with its customers! Establishing the market leading position is a hard-earned achievement. I believe the new management team will continue to adhere to the Group's principles, conduct and service attitude while introducing new elements by launching innovative treatments and products, leading Sau San Tong and its customers to continue the legends of beauty. On top of expanding business, the management team puts equal emphasis on corporate governance, risk management and social services. These corporate social responsibilities are of utmost importance to Sau San Tong's sustainable development in the long run. In the effort to build a harmonious society and a prosperous future, Sau San Tong always proactively demonstrates its care for the community, supports various welfare activities and sets up a voluntary team to participate in various voluntary services. For a number of consecutive years, Sau San Tong has been awarded the "Caring Company" logo, which exemplifies our continuous care and support to the society.

Looking ahead into 2018, Hong Kong and the PRC economy and retail business is expected to continue its growth. Although the increase in interest rate in United States may ultimately led to increase in Hong Kong interest rate which may have negative impact on consumer confidence in Hong Kong, the Group will strive to capture any business opportunities available. We will continue to examine the situation carefully and adjust the Group's development and investment strategies in the effort of diversifying its business, which in turn will enable us to respond to the ever-changing market environment and maximise the interests of the Group and our shareholders as a whole.

修身堂創立於2000年，至今已走過第18個年頭；歷年來無論經濟及營商環境如何變化，修身堂從沒有摒棄初衷，以真摯關懷、專業認真態度，用心專注客人所需所想，堅守行業良心及操守，與廣大客戶群風雨同路，一起成長！行業翹楚地位從來得來不易，本人深信新一代領導團隊定能繼續堅守集團宗旨、操守及服務態度，並注入新元素、推出嶄新療程及產品，帶領修身堂及其顧客延續美的傳奇。除拓展業務之外，領導團隊亦同樣重視企業管治、風險管理及社區服務。該等企業社會責任對修身堂長遠之可持續發展至關重要。修身堂從無間斷積極關懷社群，支持不同公益活動，並組織義工團隊參與各項義務工作，共建和諧社會，創造美好明天。修身堂連續多年獲頒「商界展關懷」標誌，足以證明我們對社會之持續關懷及支持。

展望二零一八年，預期中港經濟及零售業務將會持續增長。雖然美國利率上升最終可能導致香港利率隨之上升，或會對香港之消費者信心帶來負面影響，但本集團將會努力把握任何商機。我們將繼續審時度勢，並調整本集團發展及投資策略，以多元化發展本集團業務，應對瞬息萬變之市場環境，務求將本集團及我們股東之整體利益最大化。

## CHAIRMAN'S STATEMENT 主席報告

Lastly, I would like to express my sincere gratitude to our shareholders, my fellow members in the Board and our hardworking staff, as well as our loyal customers, business partners and other stakeholders for their valuable contributions and strong support for the Group. I would also like to take this opportunity to welcome our new members, Mr. Chan Ka Kin, an executive director of the Company in the Year Under Review. With our persistent dedication and relentless efforts, I am confident that the Group will be able to overcome any obstacle ahead and adhere to its vision and mission to bring rewarding returns to all shareholders.

**Dr. Cheung Yuk Shan, Shirley**  
*Honorary Chairman*

Hong Kong, 25 June 2018

最後，承蒙全體股東、董事會各同僚、不辭勞苦之全體員工、忠實顧客、業務夥伴及其他持份者一直對本集團作出之寶貴貢獻及鼎力支持，本人謹此致以衷心感謝。本人亦希望藉此機會歡迎我們之新成員，本公司之執行董事—陳家健先生。本人深信，憑藉堅毅投入與不懈努力，本集團定能渡過每一個難關同時秉持其願景及使命，為全體股東帶來豐碩回報。

榮譽主席  
張玉珊博士

香港，二零一八年六月二十五日

**iPRO<sup>+</sup>**  
Medical Skin Care Centre



## MANAGEMENT'S STATEMENT 管理層報告

On behalf of the Board of the Company, I am pleased to present the annual report of the Group for year ended 31 March 2018.

### Financial Review

In respect of the financial performance during the Year Under Review, the Group's overall turnover increased from approximately HK\$2,228,417,000 (including revenues from securities investments of HK\$85,112,000) in the previous year to approximately HK\$2,607,987,000 (including revenues from securities investments of HK\$62,142,000) in the Year Under Review, representing a 17.0% increase.

Contribution to gross profit for the Year Under Review was approximately HK\$245,470,000, with a decrease of approximately HK\$24,356,000 as compared with approximately HK\$269,826,000 for the same period last year. The increase in overall turnover was mainly due to an increase in revenue from the product distribution business in China which is partly offset by decrease in revenue from the securities investments. Revenue from the product distribution business in China increased from approximately HK\$2,024,349,000 of last year to approximately HK\$2,422,133,000 of the Year Under Review. Revenue from securities investments decreased from approximately HK\$85,112,000 of last year to approximately HK\$62,142,000 of the Year Under Review. During the Year Under Review, general and administrative expenses amounted to HK\$116,783,000, representing an increase of approximately 0.6% or HK\$663,000 from approximately HK\$116,120,000 for the same period last year. The selling and distribution cost increased by 4.3% or HK\$4,073,000 from approximately HK\$93,875,000 in last year to approximately HK\$97,948,000 of the Year Under Review. Due to its dedicated efforts in controlling the operating costs, the Group was able to maintain a relatively low level of growth in expenses despite of growth in the turnover.

As a result, the profit attributable to the owners of the Company decreased from approximately HK\$26,071,000 of last year to approximately HK\$6,439,000 of the Year Under Review which is mainly due to decrease in contribution from the securities investments.

本人謹代表本公司董事會欣然提呈本集團截至二零一八年三月三十一日止年度之年報。

### 財務回顧

財務表現方面，於本回顧年度，本集團之整體營業額由去年約2,228,417,000港元(包括證券投資而錄得之收益85,112,000港元)增長至本回顧年度約2,607,987,000港元(包括證券投資而錄得之收益62,142,000港元)，增長17.0%。

毛利貢獻方面，本回顧年度約有245,470,000港元，較去年同期約269,826,000港元減少約24,356,000港元。整體營業額增加主要是由於中國產品分銷業務錄得之收益增加所致，而關收益增加部分由因證券投資而錄得之收益減少所抵銷。中國產品分銷業務之收益由去年約2,024,349,000港元增加至本回顧年度約2,422,133,000港元。因證券投資而錄得之收益亦由去年約85,112,000港元減少至本回顧年度約62,142,000港元。於本回顧年度內，一般及行政開支為116,783,000港元，較去年同期約116,120,000港元增加約0.6%或663,000港元。銷售及分銷成本由去年約93,875,000港元增加4.3%或4,073,000港元至本回顧年度約97,948,000港元。儘管營業額有所增長，本集團仍然能維持開支於較低增長水平，乃為本集團致力控制營運成本之成果。

因此，歸屬於本公司擁有人溢利由去年約26,071,000港元減少至本回顧年度約6,439,000港元，主要由於證券投資之貢獻減少所致。

## MANAGEMENT'S STATEMENT 管理層報告

### Appreciation

On behalf of the Board, I would like to thank our customers, suppliers, business partners for their support. Meanwhile, I would like to offer my highest gratitude to our shareholders for their devotion and to our employees for their loyalty and contributions to the Group during the Year Under Review.

**Mui Wai Sum**

*Executive Director*

Hong Kong, 25 June 2018

### 致謝

承蒙客戶、供應商及業務夥伴之鼎力支持，本人謹此代表董事會表示感謝。同時，本人謹此就於本回顧年度股東之奉獻及我們員工之忠誠服務及向本集團作出之貢獻致以最誠摯之謝意。

*執行董事*

**梅偉琛**

香港，二零一八年六月二十五日





## Business Review

In 2018, the economic growth rate in Hong Kong and China was 3.8% and 6.8%, respectively, indicating a continuing economic growth. As a result, the beauty and slimming industry in Hong Kong and China grew continuously. The Group successfully leveraged on its excellent brand visibility and solid customer base in both Hong Kong and China to capture the opportunity of this growth.

For the year ended 31 March 2018 (the “Year Under Review”), the Group recorded a turnover of approximately HK\$2,607,987,000, representing an increase of 17.0% from approximately HK\$2,228,417,000 of last year. This was mainly attributable to a significant growth of 19.6% in the contributions from the distribution business and 7.4% in the contributions from the core business of provision of beauty and slimming services. In the recent year, given that the Hong Kong population maintains the predominance of females over males and that many Hong Kong females belong to the high-earning group, females have become an important consumer group for the Hong Kong retail market with the beauty and slimming services and products being increasingly viewed as daily necessities more than luxuries. On the other hand, the demand for beauty and slimming services and products in the PRC was stimulated by the increasing middle-class population. The Group is positive that still more prosperous results can be accomplished by riding on the industry leadership in Hong Kong and China and sound reputation and customer confidence it has built over the years. The business of distribution sales of cosmetic and skin care products of Shanghai Dong Fang Ri Hua Sales Co. Ltd. (“Dong Fang”) also have significant growth momentum as a result of successful strategy through expansion in online platform sales, generating a contribution to the turnover of approximately HK\$2,422,133,000 up by 19.6% from approximately HK\$2,024,349,000 of last year, forming another stable source of revenues for the Group.

## 業務回顧

二零一八年，香港及中國經濟之增長率分別為3.8%及6.8%，反映經濟持續發展。因此，香港及中國美容及纖體行業蒸蒸日上。本集團憑藉於香港及中國兩地之極高品牌知名度及堅穩客戶基礎，把握增長期間之機遇。

截至二零一八年三月三十一日止年度（「本回顧年度」），本集團錄得營業額約為2,607,987,000港元，較去年約2,228,417,000港元增長17.0%，主要原因是由於分銷業務之貢獻以及提供美容及纖體服務核心業務之貢獻分別大幅躍升19.6%及7.4%所致。近年來，本港人口繼續「女多男少」，其中本港女士又不乏高收入人士，女士成為香港零售市場之其中一個重要消費群體，美容及纖體服務及產品已逐漸由奢侈品變為日常必需品。另一方面，中國之中產人口持續增長，刺激對美容及纖體服務及產品之需求。本集團有信心可憑藉多年以來於中港兩地業內之領導地位及良好之信譽與客戶信心，實現更耀眼秀麗成績。由於成功推行擴展網上平台銷售之策略，上海東紡日化銷售有限公司（「東紡」）分銷銷售化妝及護膚產品之業務亦錄得大幅增長，營業額貢獻由去年約2,024,349,000港元上升19.6%至約2,422,133,000港元，為本集團提供另一個穩定收益來源。

Profit for the year decreased by 49.1% from approximately HK\$37,553,000 of last year to approximately HK\$19,106,000, as the securities investments business brought along net realised and unrealised gains on financial assets at fair value through profit or loss of approximately HK\$58,527,000 and HK\$26,585,000 respectively in last year while merely approximately HK\$42,031,000 of net realised gains and approximately HK\$20,111,000 of net unrealised gains were recorded in the Year Under Review.

As at 31 March 2018, cash and bank balances increased to approximately HK\$496,482,000 (2017: approximately HK\$522,045,000), whereas liquidity ratio (represented by a ratio of current assets over current liabilities) was 3.48:1 (2017: 3.15:1), reflecting the adequacy of financial resources.

### Beauty, Slimming and Spa Centres

During the Year Under Review, although Hong Kong and China economy grew continuously, it still faced various negative factors such as increasing costs of sales, rising salaries and inflating rentals. The beauty, slimming and spa business was unavoidably affected to some extent in the Year Under Review. Despite that, the Group recorded a 7.4% increase in the overall turnover of this business segment as compared to last year as it successfully brought its fundamental advantages to the full play to resist the industry cold snap under the outstanding leadership of the management. This was a tremendous encouragement to the Group amidst the severe business environment at the present and testified to the solid strengths of the Group.

年內溢利由去年約37,553,000港元大幅減少49.1%至約19,106,000港元，原因主要為證券投資業務去年帶來按公平值計入損益之金融資產已變現及未變現收益淨額分別約58,527,000港元及26,585,000港元，而本回顧年度僅錄得已變現收益淨額約42,031,000港元及未變現收益淨額約20,111,000港元。

於二零一八年三月三十一日，現金及銀行結餘上升至約496,482,000港元(二零一七年：約522,045,000港元)，而流動資金比率(即流動資產與流動負債之比率)則為3.48:1(二零一七年：3.15:1)，反映財務資源充足。



### 美容、纖體及水療中心

於本回顧年度，儘管香港及中國經濟持續增長，惟仍面臨各種負面因素如銷售成本上升、工資高企及租金上漲等，令本回顧年度之美容、纖體及水療業務無可避免受到一定影響。然而，本集團在管理層之出色領導下，成功充分發揮根本優勢，抵抗行業寒流，該業務分部之整體營業額較去年增長高達7.4%，在目前之嚴酷營商環境下為本集團帶來極大鼓舞，足證本集團之深厚實力。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group has a long history in the operation of beauty, slimming and spa centres in Hong Kong and the PRC. With extensive experience in the industry and committed efforts for innovations, the Group has continuously introduced sophisticated services and products of the highest quality for its customers, winning the long-term favour of its customers for its beauty and slimming products and services while successfully establishing brand advantages and customer loyalty. To further fortify its leading position in the industry, the Group has introduced a number of new beauty, slimming and anti-ageing treatments and machineries during the Year Under Review.

As the first listed beauty and slimming company in Hong Kong, the Group has consistently uphold the principles of quality products, professional services and honest operation. Backed by the strengths of the brand, the Group has won numerous awards over the years and enjoys sound reputation in Hong Kong, Macau and the PRC. It was strongly trusted by its customers. With increasingly intensive market competition, some industry players have resorted to all possible means including dishonest sales methods to secure their market shares. Coupled with various beauty and slimming incidents during recent years and seriously weak and outdated government supervision, customer confidence has been impaired. This, however, has at the same time encouraged the customer demand for quality beauty and slimming services, enabling the increase in the turnover from the beauty, slimming and spa centres of the Group in the Year Under Review, proving the market's recognition for the quality products and services provided by the Group. Maintaining the strategy of winning with quality, the Group will continue to leverage on its professional and outstanding beauty and slimming technologies, bring its brand visibility to the full play, and operate with honest and honour, in order to win over the consumers' trust, secure a wider business coverage in the high-end market and thereby realise sustainable growth and return.

本集團在香港及中國經營美容、纖體及水療中心已久。本集團透過結合豐富行業經驗，努力創新，不斷為客戶引入最先進、最優質之服務及產品，令旗下美容及纖體產品及服務深得客戶之長期愛戴，成功建立品牌形象優勢與客戶忠誠度。為進一步確立於業內之領導地位，本集團於本回顧年度內引進多項美容、纖體及抗衰老創新療程及儀器。

本集團作為香港首間美容及纖體上市公司，貫徹以優質產品、專業服務及誠信經營為方針。本集團以品牌實力作為後盾，多年來榮獲不少獎項，享譽港澳地區及中國，備受消費者信賴。隨著市場競爭加劇，部分業界人士為爭奪市場佔有率而各出奇謀，不良銷售手法層出不窮。加上近年發生之各項美容及纖體事故，政府監管卻嚴重滯後，有損消費者信心。然而，這亦同時令客戶對優質美容及纖體服務更需求若渴，令本集團美容、纖體及水療中心之營業額於本回顧年度有所增加，印證市場對本集團所提供優質產品及服務之認可。本集團將繼續以「優」取勝，一如既往憑藉專業卓越之美容及纖體技術，發揮穩健品牌知名度之優勢，以摯誠可信之經營手法贏取消費者信任，力爭佔據高檔次市場更廣闊業務覆蓋，實現可持續之增長及回報。



## Distribution Business in the PRC

Product distribution in the PRC is another core business of the Group and is carried out by the Group's subsidiary, Dong Fang. Dong Fang is one of the top three distributors of P&G in the greater China in terms of average sales in the PRC, and is the top distributor in the East China area. It is responsible for the overall distribution coverage in the Shanghai region and provides supply and sales services to its customers via various channels, including online platforms, electrical appliances merchants, department stores channel, local modernised retail malls, supermarkets, small-sized supermarkets, convenient stores, maternity stores and cosmetic stores headquartered or regionally headquartered in Shanghai. Products involved include OLAY skincare, Head & Shoulders, Vidal Sassoon, Pantene, Rejoice, Pampers, Crest, Safeguard, Whisper, Ariel, Oral-B and Gillette. Moreover, the Company is responsible for the SK-II business in East and West China areas, covering Shanghai city, Zhejiang Province, Jiangsu Province, Anhui Province, Henan Province, Shanxi Province, Sichuan Province and Chongqing city (8 provinces and cities in total). In the Year Under Review, Dong Fang has expanded its sales through online platforms successfully which resulted in significant growth in revenue.

## Health, Beauty and Related Products

The Group spares no efforts in keeping itself abreast of time and marching at the forefront of the market. Through heavily investing in the development and introduction of products embedding advanced technologies and safe ingredients to enrich its portfolio of health and beauty products, the Group targets to bring to its customers a wider array of sophisticated product choices. This will in turn further enhance the attraction of the brand name Sau San Tong and ensure the Group's leading market position.

## 中國分銷業務

中國產品分銷為本集團之另一主要業務線，由本集團附屬公司 — 東紡進行。東紡是P&G大中華區按中國平均銷售額計算之三大經銷商之一，亦為華東部區域第一大經銷商，負責在上海地區之整體分銷覆蓋，並為客戶提供跨管道供銷服務，包括所有總部或區域總部設在上海之網上平台、電商客戶、百貨商店管道、本地現代零售大賣場、超級市場、小型超市、便利店、母嬰店及化妝品店。涉及之產品包括OLAY護膚品、海飛絲、沙宣、潘婷、飄柔、幫寶適、佳潔士、舒膚佳、護舒寶、碧浪、歐樂B及吉列等系列產品。此外，本公司亦負責中國東部及西部地區之SK-II業務，當中覆蓋上海市、浙江省、江蘇省、安徽省、河南省、山西省、四川省及重慶市(共8個省市)。於本回顧年度，東紡成功透過網上平台擴展銷售範圍，以致收益大幅增長。

## 保健、美容及相關產品



本集團素來力求與時並進，走在市場最尖端。本集團積極投資於開發及引進各種結合不同先進科技與安全成分之產品，致力豐富其保健及美容產品組合，為顧客帶來更多更先進之產品選擇，從而進一步提升「修身堂」品牌之吸引力，確保本集團穩站於市場之領導地位。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Going forward, the Group will continue to launch different safe and effective products that meet the different needs of its customers, helping them to achieve beauty in a healthy way. We believe that the segment of distribution of health and beauty products will continue to make a stable contribution to the Group's results in the time ahead.

邁進未來，本集團將繼續推出能滿足客戶各種需求、並且安全、高效之產品，共同攜手以健康形式成就美麗。我們相信，保健及美容產品分銷分部將於未來繼續為本集團業績作出穩定貢獻。



### Franchise Co-operation Business in the PRC

Building on its successful business in Hong Kong and a strong brand visibility, the Group started venturing into the enormous market in the PRC back in early 2004 and effectively laid a solid foundation in the beauty and slimming industry in China ahead of its counterparts, reaping a sizeable market share. Envy of the outstanding achievement of “Sau San Tong”, competitors, imitators and even fakers began to spring up like mushroom on the PRC market where the entry barrier to the industry was relatively low. To tackle the situation, apart from establishing high-end flagship centres in China to help clearly identify ourselves, the Group specially combined the name of our founder, Dr. Cheung Yuk Shan, Shirley with its brand name to form the new brand of “張玉珊修身堂” to establish the uniqueness of the brand, using it to fully explore the PRC market while letting the market and consumer more easily distinguish the genuine “Sau San Tong” brand and its inherent quality and professional products and services, protecting the consumers’ rights. Since the efforts to developing the franchise cooperation business in full sail since December 2010, we have entered into more than 100 franchise co-operation contracts as at 31 March 2018. The existing number of franchise co-operation shops also put “張玉珊修身堂” on the top position in the beauty and slimming industry in China.

### 中國加盟合作業務

本集團挾著香港業務之成功及品牌之強勁知名度，早於二零零四年初進軍中國之龐大市場，領先同業在中國之美容及纖體行業中穩建基礎，搶佔較大市場佔有率。由於「修身堂」之超卓成就，加上行業門檻較低，在中國市場上之競爭對手、模仿者甚至山寨品牌有如雨後春筍。有見及此，本集團除透過於中國開設多間尊貴旗艦店以助樹立鮮明品牌形象外，特別將創辦人張玉珊博士之芳名與集團品牌結合，從而確立品牌之唯一專屬性，藉「張玉珊修身堂」之全新品牌全面開拓中國市場，讓市場及消費者更容易識辨真正「修身堂」品牌及其一貫優質及專業之產品及服務，保障消費者權益。本集團自二零一零年十二月起全面開拓加盟合作業務，截至二零一八年三月三十一日，我們已訂立超過100份加盟合作合約。現時加盟合作店數目亦令「張玉珊修身堂」躋身為中國美容及纖體行業之翹楚。

### BeautyU Online Booking Platform

Following its successful establishment of a huge franchise co-operation business in China, the Group once again stepped ahead of its competitors in launching “BeautyU” (www.beautyu.com) in 2012, an online beauty and slimming service booking platform, through which its customers can conveniently and easily order products and make appointments for different services. This platform out of the traditional hard-selling and prepayment business model was warmly welcomed by the retail customers of the Group. Moreover, this platform also functions as a channel to solicit beauty and slimming service providers to join, helping to propel the Group’s business in the PRC.

### Securities Investments Business

As a move to expand its diversified business, the Group has commenced the new segment of securities investments business in March 2015 to put the idle funds of the Company into long-and short-term investments in listed securities in Hong Kong and other recognised securities markets in the overseas as well as wealth management products purchased from banks and other financial institutions, with a view to generate additional income outside its retail business, to widen its revenue base and minimise the risks of the Group on the overall, in order to enhance the capital use of the Company as well as the overall interests of the Company and its shareholders. During the Year Under Review, the Group has recorded a revenue of approximately HK\$62,142,000 from its investments in the Hong Kong stock market and unlisted equity fund outside Hong Kong, encompassing investments in a high variety of industries including construction, real estates, retailing, food and beverage, finance, industry and education, with the objective of minimising the risks while maximising the return. As at 31 March 2018, financial assets at fair value through profit or loss amounted to approximately HK\$137,899,000.

### 美麗大學網上預約平台

繼本集團成功在中國建立龐大加盟合作業務後，於二零一二年比其他競爭者領先一步，著手開展網上美容及纖體服務預約平台「美麗大學」(www.beautyu.com)，提供一個便捷易用之平台讓顧客訂購產品及預約各項服務，打破傳統硬銷及預付業務模式之框框，深受本集團之零售客戶所歡迎。此外，此平台同時亦成為吸引美容及纖體服務商加盟之渠道，有助推動本集團於國內之業務發展。

### 證券投資業務

為拓展多元化業務，本集團於二零一五年三月開展證券投資業務之新分部，利用本公司之間置資金作出長期及短期投資，透過於香港及海外其他認可證券市場之上市證券，以及向銀行及其他金融機構購買之財富管理產品，開拓零售業務以外之其他收入，擴大收益基礎，同時減低本集團之整體風險，促進本公司之資本運用，並提升本公司及其股東之整體利益。於本回顧年度，本集團投資於本港股票市場及香港境外未上市股本基金合共錄得之收益約為62,142,000港元，投資涉及各行各業，包括建築、地產、零售、飲食、金融、工業、教育等行業，務求把風險降至最低，充分提高回報。於二零一八年三月三十一日，按公平值計入損益之金融資產約值137,899,000港元。

## Money Lending Business

In last year, the Group commenced new business of money leading in order to better utilise the idle funds to generate additional returns to the Company. The Group provided both secured and unsecured loans with terms ranging from several months to 2 years. The Group has recorded a revenue of approximately HK\$7,779,000 for the year. As at 31 March 2018, the loans receivable from money lending business amounted to approximately HK\$55,816,000.

## Acquisition of Properties

During the Year Under Review, the Group leveraged on its solid strengths and adequate funds to acquire a residential property in Hong Kong through acquisition of a subsidiary at a consideration of approximately HK\$16,000,000. The acquisition was completed in November 2017.

## Outlook

The Group played the strengths it has long established to attain a significant growth in turnover in the Year Under Review with quality service and products, honest operation, excellent reputation and good words of mouth. In face of the continuing economic growth in Hong Kong and China, the Group will continue to consistently maintain a positive attitude to explore, research and develop more sophisticated and effective health and beauty products and professional treatments, in order to meet the pursuit and demand for beauty and health by the ladies in Hong Kong and China and in turn achieve stable growth and enhance the performance of the Group's core business. Meanwhile, the Group is also devoted to the training of its people, and has specifically devised training courses targeted at the employees of the franchise co-operation shops on the mainland market, with the aim to ensure the consistence in the quality of operation and services of the beauty, slimming and spa centres across different places.

## 放債業務

本集團於去年已開展放債新業務，從而多加利用閒置資金，為本公司帶來額外回報。本集團提供年期介乎數個月至兩年之有抵押及無抵押貸款。本集團年內錄得收益約7,779,000港元。於二零一八年三月三十一日，來自放債業務之應收貸款約為55,816,000港元。

## 物業收購

於本回顧年度，本集團憑藉雄厚實力及充裕資金，透過收購一間附屬公司以代價約16,000,000港元購入一項香港住宅物業。該收購事項已於二零一七年十一月完成。

## 前景展望

本集團發揮長久以來建立之不同優勢，以優質服務及產品、殷實經營方針、超卓信譽及出色口碑度，於本回顧年度成功實現營業額大幅增長。面對中港經濟持續增長，本集團定將繼續堅持一貫之積極態度，致力發掘及研發更多先進、高效之保健及美容產品及專業療程，迎合中港兩地女士們對美麗健康之追求與需求，實現穩定增長，提升本集團核心業務之表現。同時，本集團亦積極培訓人材，更特別為內地市場設計針對加盟合作店員工之培訓課程，確保不同所在點之美容、纖體及水療中心之經營素質及服務品質均能貫徹如一。

In addition, parallel to its focus on the beauty and slimming business, the Group will also utilise the abundant funds on hand to identify new investment opportunities, including appropriate and timely investments in securities, money lending and properties, with the objectives of generating additional return, broadening its revenue base, enhance the efficiency of capital use and further promote the performance of the Group in different areas. The Group will meticulously select sound investments with high return potentials. Moving forward, the Group will concentrate on bringing its strengths, customer base, reputation and other advantages into full play in order to actualise stable growth of its core business. This will be complemented with careful investments in the effort to bring along more rewarding returns to our investors.

## Corporate Social Responsibility

As a leader in the beauty and slimming industry, the Group is dedicated to leading the way in enhancing the safety level of the sector. We have always attached great importance to the safety of our services and products and exercises stringent quality control on its products. The machines and materials used in our treatment services have passed vigorous safety tests and attained international safety standards. Beauty and slimming consultants and technicians of both the direct operations and franchise co-operation businesses of the Group all received professional training to ensure the provision of safe services of high quality. Moreover, the Group is the first slimming company in Hong Kong to set up a free health services hotline to provide consultation services on weight management. This move is targeted to take care of different walks of society through suggesting to those looking to improve their body the correct ways for a balanced diet, free of charge.

## Awards

Widely recognised and highly praised for its outstanding products and services, the Group was proud to receive “The Most Outstanding Achievement Brand of Asia Beauty & Health Award” from the International Beauty and Health Brand Festival, Asia during the Year Under Review and is honoured to be the “Caring Company” for ten consecutive years.



此外，本集團在專注於美容及纖體業務之同時，亦會利用手上之充裕資金，物色各種新投資機遇，包括適度及適時投資證券、放債及物業，以期產生額外回報、拓闊收益基礎，令資本運用更具效益，進一步促進本集團各方面之表現。本集團將抱持審慎態度，挑選具高回報潛力之穩健投資。邁步向前，本集團將專注發揮其實力、客戶基礎及聲譽等各方面優勢，達致核心業務之穩健增長，同時配合審慎投資，力求為投資者帶來更豐碩回報。

## 企業社會責任

作為美容及纖體業之領導者，本集團致力於引領業界提升安全水平。我們一直以來極為關注服務及產品之安全性，嚴格管理產品質量。本集團之療程服務所使用之機器及材料均通過嚴格安全測試，符合國際安全標準。本集團旗下直營業務及加盟合作業務之美容及纖體顧問及技師均經過專業培訓，確保能提供安全、優質之服務。此外，本集團為全港第一間纖體公司設有免費健康服務專線，提供體重管理諮詢服務，為社會各界有需要改善身體人士，免費提供學習正確均衡健康飲食之道，全面照顧社會每一階層。

## 獎項

本集團之卓越產品及服務一直以來廣受各界認同及稱譽，於本回顧年度，本集團於亞洲國際美容健康品牌節上榮獲「亞洲美容健康最具成就品牌大獎」，以及連續十年成為「商界展關懷」之機構。





## Charity

Since its establishment, the Group has been actively partaking in charity affairs and has set up the “Sau San Tong Volunteer Team” in an effort to support different charity initiatives. During the Year Under Review, the Group continued to make regular charity donations in the pursuit for inner beauty, alongside with its yearning for physical perfection.



## Capital Structure, Liquidity and Financial Resources

Cash and bank balances as at 31 March 2018 were approximately HK\$496,482,000 compared to approximately HK\$522,045,000 as at 31 March 2017. Gearing ratio of the Group was 10.1% (2017: 7.3%), based on total of bank loans of approximately HK\$99,976,000 (2017: approximately HK\$67,731,000) and the net assets of approximately HK\$991,024,000 (2017: approximately HK\$933,822,000). As at 31 March 2018, liability of the Group amounted to approximately HK\$335,666,000 (2017: approximately HK\$359,519,000), including trade and other payables of approximately HK\$185,685,000 (2017: approximately HK\$169,387,000) arising mainly from the daily operations of our subsidiary, Dong Fang, deferred income of approximately HK\$16,175,000 (2017: approximately HK\$23,189,000), and bank loans of approximately HK\$99,976,000 (2017: approximately HK\$67,731,000) arising mainly from the trading activities of Dong Fang. The liability is intended to be financed by internal resources of the Group. The liquidity ratio of the Group represented by a ratio of current assets over current liabilities was 3.48:1 (2017: 3.15:1), reflecting the adequacy of financial resources.

## 慈善

本集團自成立以來一直積極投入慈善公益事務，成立「修身堂義工隊」努力支持不同慈善活動。本集團在本回顧年度一如以往作出定期慈善捐款，在全情投入成就外在美態同時，亦致力追求內心美麗。

## 資本架構、流動資金及財務資源

於二零一八年三月三十一日之現金及銀行結餘約為496,482,000港元，而於二零一七年三月三十一日則約為522,045,000港元。本集團之資產負債比率為10.1%（二零一七年：7.3%），乃按銀行貸款總額約99,976,000港元（二零一七年：約67,731,000港元）及資產淨值約991,024,000港元（二零一七年：約933,822,000港元）計算。於二零一八年三月三十一日，本集團之負債約為335,666,000港元（二零一七年：約359,519,000港元），包括應付貿易款項及其他應付款項約185,685,000港元（二零一七年：約169,387,000港元）（主要來自本集團附屬公司——東紡之日常業務）、遞延收入約16,175,000港元（二零一七年：約23,189,000港元）及銀行貸款約99,976,000港元（二零一七年：約67,731,000港元）（主要來自東紡之買賣活動）。有關負債擬利用本集團之內部資源撥付。本集團之流動資金比率（即流動資產與流動負債之比率）為3.48：1（二零一七年：3.15：1），反映財務資源充足。



## Treasury Policy

The Group adopts a prudent approach towards its treasury policies. The Group evaluates the financial condition of its customers regularly to mitigate the credit risk. The average outstanding days of the Group's accounts receivable was maintained at below 90 days. To manage the liquidity risk, the Group closely monitors its liquidity position to ensure the liquidity structure of the Group's assets, liabilities and commitments and to ensure the fulfillment of its funding requirements. The Group has no investments in derivatives, bonds or structured financial products.

## Foreign Exchange Exposure

Since the assets, liabilities, revenue and payments of the Group are mainly denominated in Hong Kong Dollars and Renminbi, the Group considers that there was no significant exposure to foreign exchange fluctuations.

## Use of Proceeds

The Group completed the Rights Issue on 3 March 2017 resulting in net proceeds of approximately HK\$352,000,000. Details of the use of proceeds is as follows:

- approximately HK\$40,000,000 was used for the development of the Group's money lending business;
- approximately HK\$20,000,000 was used for repayment of the outstanding amount due to Dr. Cheung Yuk Shan, Shirley under the Convertible Note;
- approximately HK\$30,000,000 was used for the development of securities trading business;
- approximately HK\$16,000,000 was used for acquisition of a residential property in Hong Kong through acquisition of a subsidiary; and
- approximately HK\$6,000,000 was used for renovation of office and shops.

The remaining proceeds of approximately HK\$240,000,000 was unutilised at the date of this report.

## 庫務政策

本集團採取審慎之庫務政策。本集團定期檢討其客戶之財務狀況以減低信貸風險。本集團應收賬款之平均收款期維持低於90日。為管理流動資金風險，本集團密切監管其流動資金狀況，以確保本集團之資產、負債及承擔之流動資金結構，以及確保本集團可應付其資金所需。本集團並無投資衍生工具、債券或結構性金融產品。

## 外匯風險

由於本集團之資產、負債、收益及付款主要以港元及人民幣計值，故本集團認為並無承受重大外匯波動風險。

## 所得款項用途

本集團於二零一七年三月三日完成供股，產生所得款項淨額約352,000,000港元。所得款項用途之詳情如下：

- 約40,000,000港元已用於發展本集團之放債業務；
- 約20,000,000港元已用於償還可換股票據項下應付張玉珊博士之未償還款項；
- 約30,000,000港元已用於發展證券買賣業務；
- 約16,000,000港元已用於透過收購一間附屬公司收購一項香港住宅物業；及
- 約6,000,000港元已用於翻新辦公室及店舖。

於本報告日期，餘下所得款項約240,000,000港元尚未動用。

## Net Assets

As at 31 March 2018, the Group's net assets amounted to approximately HK\$991,024,000 compared to approximately HK\$933,822,000 as at 31 March 2017. Except for certain trade receivables of approximately HK\$222,396,000 (2017: HK\$143,342,000) pledged for certain bank loans of the Group, there are no other charges on the Group's assets as at 31 March 2018 and 2017.

## Contingent Liabilities

As at 31 March 2018 and 2017, the Group had no material contingent liabilities.

## Employee Information

As at 31 March 2018, the Group had 413 (2017: 522) employees. During the year, the Group's total staff costs amounted to approximately HK\$103,548,000 (2017: approximately HK\$96,298,000).

The Group's remuneration policies are formulated on the basis of the performance and experience of individual employee and are in line with practices of local markets in which the Group operates. In addition to salary, the Group also offers to its employees other fringe benefits including share option, provident fund and medical benefits.

## Share Option Scheme

The Group has a share option scheme whereby qualified participants may be granted options to acquire shares of the Company, under the terms and conditions stipulated therein, as incentives or rewards for their contributions to the Group. As at 31 March 2018 there is an aggregate of 36,422,718 outstanding options to subscribe for 36,422,718 shares of the Company pursuant to the share option scheme adopted on 24 February 2016.

## 資產淨值

於二零一八年三月三十一日，本集團之資產淨值約為991,024,000港元，而於二零一七年三月三十一日則約為933,822,000港元。除若干應收貿易賬款約222,396,000港元(二零一七年：143,342,000港元)已就若干本集團之銀行貸款作抵押外，於二零一八年及二零一七年三月三十一日，本集團並無其他資產抵押。

## 或然負債

於二零一八年及二零一七年三月三十一日，本集團並無重大或然負債。

## 僱員資料

於二零一八年三月三十一日，本集團聘有413名(二零一七年：522名)僱員。年內，本集團之員工成本總額約為103,548,000港元(二零一七年：約96,298,000港元)。

本集團之薪酬政策依據個別僱員之表現及經驗制定，並符合本集團經營所在地之當地市場慣例。除薪金外，本集團亦向其僱員提供其他額外福利，包括購股權、公積金及醫療福利。

## 購股權計劃

本集團設有一項購股權計劃，據此，合資格參與者可根據當中訂明之條款及條件獲授可收購本公司股份之購股權，作為彼等對本集團作出貢獻之獎勵或回報。於二零一八年三月三十一日，合共有36,422,718份尚未行使之購股權可根據於二零一六年二月二十四日採納之購股權計劃認購36,422,718股本公司股份。

### Future Plans

It is in the view of the Group that with the changing of beauty and slimming services and products into necessities, coupled with the continued growth of the middle class in China, the demand for quality products and services will remain on the upward momentum in both Hong Kong and the PRC. As such, the Group will continue to spare no efforts in the development and introduction of different sophisticated and innovative treatment, products and machines of supreme quality to nurture our portfolio of services and products into one that is diversified, accommodated to market demands and attractive to new customers. We will however adopt a more careful approach under the uncertainties in the macroeconomy and operating environment at present.

Seeing the increasing influence of the social media in Hong Kong and the rapid growth in the e-tail market in China, the Group takes e-commerce as an inevitable path to success. The Group plans to increase its promotional efforts on different social media platforms in order to increase the awareness of the younger generation for our brands name Sau San Tong and IPRO, and thereby broaden the Group's customer base. In terms of the PRC market, the Group will continue to capitalise on the innovative business model of its online beauty and slimming appointment platform "BeautyU", which will serve to fortify the Group's industry position, and at the same time improving brand visibility of our brand name on the internet at relatively low cost, enhance the experience of making purchases and bookings for our retail customers, and provide a highly accessible platform to our potential partners of beauty and slimming service providers to promote entrepreneurial opportunities.

The Group will also increase the investment of the abundant funds on hand into securities, money lending, properties and other opportunities. Apart from the generation of additional investment return, it can also open up new revenue bases and promote the efficiency of capital use, and thereby procure more rewarding return to our shareholders.

### 未來計劃

本集團認為，隨著美容及纖體服務及產品之「必需品化」，加上中國中產階層繼續增長，中港兩地對優質產品及服務之需求仍將維持增長趨勢。本集團因此會繼續致力開發及引進各種先進、創新之優質療程、產品及儀器，以令我們之服務及產品組合更多元化、緊貼市場需求及吸引新顧客。然而，鑑於目前之宏觀經濟及營商環境不明朗，我們將採取較審慎之態度。

隨著香港社交媒體之影響力日益增強，以及中國電子零售市場迅速擴大，本集團認為電子商務將為達致成功之必然路向。本集團計劃多加利用不同社交媒體平台進行宣傳推廣，藉此增加年輕一代對「修身堂」及「星悅」品牌名稱之認知，從而擴大本集團之客戶基礎。中國市場方面，本集團將繼續透過其網上美容及纖體預約平台「美麗大學」之創新業務模式，鞏固本集團之業內地位，同時以相對低成本通過互聯網提升集團品牌知名度、為零售客戶優化購買及預約之體驗，以及為潛在美容及纖體服務商合作夥伴提供方便使用之平台，促進業務商機。

同時，本集團將多加利用手上之充裕資金，投資於證券、放債及物業等商機。在產生額外投資回報之時，亦可開拓新收益基礎，令資本運用更具效益，為股東實現更豐碩回報。

## Directors

### Executive Director

**Mr. MUI Wai Sum (“Mr. Mui”)**, aged 30, is an Executive Director and joined the Group in December 2014. He is also a member of the Company’s nomination committee. He also holds directorships in various subsidiaries of the Company. Mr. Mui is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Business Administration Degree with major in General Finance from the Chinese University of Hong Kong. Mr. Mui had worked in Corporate Restructuring Services for an international accounting firm. He has extensive experience in corporate finance, corporate restructuring and securities investment.

**Mr. CHAN Ka Kin (“Mr. Chan”)**, aged 39, is an Executive Director and joined the Group in September 2017. He is also the chairman of nomination Committee. He also holds directorships in various subsidiaries of the Company. Mr. Chan graduated from the University of Hong Kong with a degree in Bachelor of Arts in 2001 and has obtained a Postgraduate Diploma in Education from the Chinese University of Hong Kong in 2005. Mr. Chan has over 10 years of experience in education and investment. Mr. Chan is an associate member of Hong Kong Securities and Investment Institute (“HKSI”). Mr. Chan has the following HKSI certificates: Dealing in Securities, Derivatives, Corporate Finance and Asset Management. Mr. Chan is currently the Court Member of the University of Hong Kong and a member of the Standing Committee of the University of Hong Kong Convocation.

### Non-executive Director

**Dr. CHEUNG Yuk Shan, Shirley (“Dr. Cheung”)**, aged 43, is the Honorary Chairman and a Non-Executive Director of the Company. Dr. Cheung founded the Group in 2000, and over the years, by virtue of her over 17 years’ expertise in beauty and slimming industry and profound understanding and unique vision on the market, she can fully capitalize on the trends and changes in the market and leading the Group successfully developed into a famous and reputable brand in Greater China. Dr. Cheung holds an honorary doctorate degree from Armstrong University,

## 董事

### 執行董事

**梅偉琛先生(「梅先生」)**，三十歲，執行董事，於二零一四年十二月加盟本集團。彼亦為本公司之提名委員會成員。彼亦於本公司多間附屬公司擔任董事職務。梅先生為香港會計師公會之註冊會計師。彼持有香港中文大學工商管理學士學位，主修綜合財務。梅先生曾任職於一間國際會計師事務所，提供企業重組服務。彼於企業融資、企業重組及證券投資方面擁有豐富經驗。

**陳家健先生(「陳先生」)**，三十九歲，執行董事，於二零一七年九月加盟本集團。彼亦為提名委員會主席。彼亦於本公司多間附屬公司擔任董事職務。陳先生於二零零一年在香港大學畢業並取得文學士學位，並於二零零五年在香港中文大學取得學位教師教育文憑。陳先生擁有逾10年教育及投資經驗。陳先生為香港證券及投資學會(「香港證券及投資學會」)副會員。陳先生擁有香港證券及投資學會頒發有關證券交易、衍生工具、企業融資及資產管理的證書。陳先生目前為香港大學校董會成員及香港大學畢業生議會常務委員會委員。

### 非執行董事

**張玉珊博士(「張博士」)**，四十三歲，本公司榮譽主席及非執行董事。張博士於二零零零年創辦本集團，歷年來，憑藉彼於美容及纖體行業擁有超過十七年之豐富經驗以及對市場之深入理解及獨到觸覺，充分利用市場趨勢及變化，帶領本集團發展成為一個於大中華地區享負盛名之品牌。張博士持有美國哈姆斯頓大學榮譽博士學位及北京大學高級管理人員工商管理碩士學位。張博士負責本集團之整體策劃，包括

## DIRECTORS AND SENIOR MANAGEMENT PROFILE 董事及高級管理人員履歷

U.S.A. and an Executive Master degree of Business Administration from Peking University. Dr. Cheung is responsible for the overall stewardship of the Group which includes directions and formulating strategies. With her management style and innovative promotional strategies, she achieved various accomplishments and leading the Group to a new height. She also holds directorships in various subsidiaries of the Company.

Dr. Cheung is an Honorary President of the Federation of Beauty Industry (H.K.) and she has been appointed as a member of the Beauty Industry Training Advisory Committee of Education Bureau – Qualifications Framework in 2006. In the past, Dr. Cheung was awarded as one of the “100 Outstanding Women Entrepreneurs in China” by the “Women Entrepreneurs’ Association of China”. She is also one of the few Hong Kong awardees and one of the youngest awarded entrepreneurs. Subsequently, Dr. Cheung has been awarded as one of the “World Outstanding Chinese”.

In respect of social charity, Dr. Cheung is an Honorary Consultant of The Against Elderly Abuse of Hong Kong. Dr. Cheung has founded the Shirley Cheung Charity Foundation, which is granted as an approved charitable organization. As a Chairman of the Foundation, she leads the team to serve and feedback to the community in every minute and every moment.

**Mr. Takashi TOGO (“Mr. Togo”)**, aged 54, is a Non-Executive Director and joined the Group in March 2016, holds a bachelor degree of Economics from Hitotsubashi University in Japan. He has over 12 years’ experience in foreign equities investment. He was the investment manager of several investment funds in Japan including Yasuda Trust & Banking Corporation Limited and Fuji Investment Management Company Limited. He also specializes in merger and acquisitions, his clients cover major reputable Japan corporations. Mr. Togo has been serving as the chief executive officer of a consultancy firm in Japan since 2000. He is also currently participating in a few big property projects in Tokyo and Osaka.

Mr. Togo is currently an executive director of China Information Technology Development Limited (a company listed on GEM of the Stock Exchange, stock code: 8178).

制訂業務方向及策略。憑藉其管理風格及嶄新之宣傳策略，彼帶領本集團屢創佳績，業務更上一層樓。彼亦於本公司多間附屬公司擔任董事職務。

張博士為香港美容業總會榮譽會長，並曾於二零零六年獲委任為教育局轄下資歷架構計劃之美容業行業培訓諮詢委員會委員。於過往年間，張博士曾榮獲《中國女企業家協會》頒發《中國百名傑出女企業家》之一，亦為少數港區得獎者之一及最年輕得獎企業家之一。隨後，張博士曾獲選為《世界傑出華人》之一。

社會公益方面，張博士現為香港防止虐待長者協會之榮譽顧問，而張博士更已於早前創立「張玉珊慈善基金會」，屬認可慈善機構。彼出任基金會長一職，積極帶領團隊參與社會公益服務，回饋社會。

**東鄉孝士先生(「東鄉先生」)**，五十四歲，非執行董事，於二零一六年三月加盟本集團，持有日本一橋大學經濟學學士學位。東鄉先生於海外股本投資方面積逾十二年經驗。彼曾任日本多個投資基金之投資經理，包括安田信託銀行有限公司及富士投資管理有限公司。彼擅長於合併及收購，客戶包括各大知名日本企業。東鄉先生自二零零零年開始為日本一間顧問公司擔任行政總裁。彼目前亦在東京及大阪參與數個大型地產項目。

東鄉先生現任中國信息科技發展有限公司(聯交所GEM上市公司，股份代號：8178)之執行董事。



### Independent Non-executive Director

**Mr. HONG Po Kui, Martin (“Mr. Hong”)**, aged 68, is an Independent Non-Executive Director and joined the Group in June 2002. He is responsible for giving advices to the board of Directors and shareholders of the Company. He is also the chairman of the Company’s audit committee, a member of the Company’s remuneration committee and nomination committee. Mr. Hong is a practicing solicitor and a notary public in Hong Kong. He has been practicing as a solicitor of the High Court of Hong Kong for over 37 years and is the senior partner of Messrs Lau, Chan & Ko, Solicitors. He holds a bachelor degree in science from University of New South Wales. Mr. Hong is an independent non-executive director of Modern Beauty Salon Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 919).

**Cavaliere Ms. CHIU Kam Hing Kathy, JP (“Ms. Chiu”)**, aged 69, joined the Group in October 2013 as an Independent Non-Executive Director, and also as a member of the audit committee, the remuneration committee and the nomination committee of the Company. Ms. Chiu has over 29 years of banking experience in Canada and the Asia Pacific Region. She was Senior Vice President at the Republic National Bank of New York for almost thirteen years and was responsible for the management and investment of third party client’s funds. Ms. Chiu is an associate and a fellow of the Institute of Canadian Bankers. Ms. Chiu was appointed as a Justice of the Peace by the Hong Kong Government in 1992 and as Cavaliere by the Italian Government in 1999 and she is Montblanc Outstanding Business Lady of the year 2002 in Hong Kong. Ms. Chiu is the chairman of Prime Investments Group Limited. She is also an Independent Non-Executive Director of National Agricultural Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1236), CPM Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1932) and China Resources Phoenix Healthcare Holdings Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1515). Ms. Chiu is licensed to carry out asset management business under Type 9 regulated activity under the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

### 獨立非執行董事

**康寶駒先生(「康先生」)**，六十八歲，獨立非執行董事，於二零零二年六月加盟本集團，負責向本公司董事會及股東提供意見。彼亦為本公司之審核委員會主席、本公司之薪酬委員會及提名委員會成員。康先生為一名在香港執業之律師及公證人，為香港高等法院執業律師超過三十七年，並為劉陳高律師事務所之資深合夥人。彼持有新南威爾士大學科學學士學位。康先生現任現代美容控股有限公司(聯交所主板上市公司，股份代號：919)之獨立非執行董事。

**趙金卿女士，太平紳士(「趙女士」)**，六十九歲，於二零一三年十月加盟本集團成為本公司之獨立非執行董事以及審核委員會、薪酬委員會及提名委員會成員。趙女士於加拿大及亞太區擁有逾二十九年之銀行業務經驗。趙女士曾出任美國利寶銀行高級副總裁一職達十三年之久，其時負責第三者客戶基金之管理及投資。趙女士為加拿大銀行公會之會士及資深會士。趙女士於一九九二年獲香港政府委任為太平紳士，另於一九九九年獲意大利政府頒發意國騎士勳銜，亦於二零零二年在香港獲得萬寶龍成功企業女性大獎。趙女士現任盈泰投資集團有限公司之主席。趙女士現為國農控股有限公司(聯交所主板上市公司，股份代號：1236)、中漆集團有限公司(聯交所主板上市公司，股份代號：1932)及華潤鳳凰醫療控股有限公司(聯交所主板上市公司，股份代號：1515)之獨立非執行董事。趙女士乃根據香港法例第571章證券及期貨條例可從事第9類受規管活動項下資產管理業務之持牌人。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE 董事及高級管理人員履歷

**Mr. LAU Wai Leung, Alfred (“Mr. Lau”)**, aged 38, is an Independent Non-Executive Director and joined the Group in December 2016. He is a member of the audit committee, the remuneration committee and the nomination committee of the Company. He has over 15 years of working experience in accounting, corporate finance, debt restructuring and private equity investment. Mr. Lau holds a bachelor degree of business administration from City University of Hong Kong. Mr. Lau is a member of American Institute of Certified Public Accountants and also is a Certified Public Accountant in Washington State, USA. Mr. Lau is a non-executive director of Risecomm Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1679).

### Senior Management

**Dr. KWAN Fei Ying (“Dr. Kwan”)**, aged 34, is the chief executive officer of the Company. Dr. Kwan joined the Company in December 2015 and is responsible for the overall management, business strategy and development of the Group. She is also involved in the formulation of various aspects of the Group’s policies. Dr. Kwan holds an honorary doctorate degree from the International American University, U.S.A. and has more than 13 years of experience in the beauty and slimming industry. Dr. Kwan has served as the management of a beauty and slimming company in Hong Kong and is an Honorary President of the Hong Kong Beauty & Wellness Association.

**劉偉樑先生(「劉先生」)**，三十八歲，獨立非執行董事，於二零一六年十二月加盟本集團。彼為本公司審核委員會、薪酬委員會及提名委員會之成員。彼擁有超過15年會計、企業融資、債務重組及私募股權投資經驗。劉先生持有由香港城市大學頒發之工商管理學士學位。劉先生為美國執業會計師公會會員及美國華盛頓州之執業會計師。劉先生為瑞斯康控股有限公司(聯交所主板上市公司，股份代號：1679)之非執行董事。

### 高級管理人員

**關菲英博士(「關博士」)**，三十四歲，為本公司行政總裁。關博士於二零一五年十二月加入本公司，負責本集團全面管理、業務策略及發展。彼亦參與制訂本集團各方面政策。關博士持有美國國際美洲大學榮譽博士學位，並於美容纖體行業擁有超過十三年豐富經驗。關博士曾擔任香港一間美容纖體企業之管理層，現為香港美容專家及保健協會名譽會長。

## Introduction

The Board is pleased to present this Corporate Governance Report in this annual report for the year ended 31 March 2018.

The Board assumes overall responsibility for the leadership and control of the Group. It believes in good corporate governance practices that strengthen investors' confidence, facilitate the development of the Group, and increase transparency in the operation of the Group, ultimately striving for the long-term interest of the Group and enhancement of shareholders' value.

The Board has reviewed the Group's corporate governance practices and is satisfied that the Company has complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the "Code") contained in Appendix 15 of the GEM Listing Rules throughout the year ended 31 March 2018, except for the following deviation:

### Code provision A.2.7

Code provision A.2.7 stipulates that the chairman of the board of directors should at least annually hold meetings with the non-executive directors (including independent non-executive directors) without the executive directors' presence. The Chairman of the Board considered that it was unnecessary as it would be more transparent and efficient to let the Independent Non-executive Directors express their views to all Executive Directors in the meetings of the Board. Besides, the Chairman of the Board always welcomes all Independent Non-executive Directors to communicate with her directly via email or phone to discuss any matters of the Company from time to time.

## 引言

董事會欣然於本年報內提呈截至二零一八年三月三十一日止年度之本企業管治報告。

董事會承擔帶領及監控本集團之整體責任。董事會確信良好企業管治常規將提高投資者信心、促進本集團發展以及提高本集團業務之透明度，最終爭取本集團長遠利益，提升股東價值。

董事會已審閱本集團之企業管治常規，並信納本公司於截至二零一八年三月三十一日止年度期間一直遵守GEM上市規則附錄十五所載之企業管治守則及企業管治報告所載列之守則條文（「守則」），惟以下偏離除外：

### 守則條文A.2.7

守則條文A.2.7訂明，董事會主席須至少每年與非執行董事（包括獨立非執行董事）舉行會議，執行董事不可與會。董事會主席認為，於董事會會議上，獨立非執行董事可更直接及有效地向所有執行董事表明彼等之觀點，所以不必遵守此守則條文。此外，董事會主席一直歡迎所有獨立非執行董事通過電郵或電話不時直接交流討論有關本公司之任何事宜。

## Code provision A.4.1

Code provision A.4.1 stipulates all the non-executive directors should be appointed for a specific term, subject to re-election. The term of office for non-executive directors is subject to retirement from office by rotation and is eligible for re-election in accordance with the provisions of the Company's bye-laws. At each annual general meeting, one-third of the directors for the time being, (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. As such, the Company considers that such provisions are sufficient to meet the underlying objective of this code provision.

## Code provision A.6.7

Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors, as equal board members, should attend general meetings of the Company and develop a balanced understanding of the views of shareholders. Mr. Hong Po Kui, Martin, Ms. Chiu Kam Hing, Kathy, and Mr. Lau Wai Leung, Alfred, being the Independent Non-executive Directors, due to other unexpected important engagements, were unable to attend the annual general meeting of the Company held on 22 September 2017.

## 守則條文 A.4.1

守則條文 A.4.1 訂明，所有非執行董事之委任應有指定任期，並須接受重選。非執行董事之任期須根據本公司之公司細則條文輪值告退及合資格膺選連任。於各股東週年大會上，當時三分之一之董事（或倘人數並非三之倍數，則最接近但不少於三分之一之人數）須輪值告退。因此，本公司認為該等條文足以達致此守則條文之相關目標。

## 守則條文 A.6.7

守則條文 A.6.7 訂明，獨立非執行董事及其他非執行董事作為擁有同等地位之董事會成員，應出席本公司之股東大會並對股東之意見有公正了解。獨立非執行董事康寶駒先生、趙金卿女士及劉偉樑先生因有其他突發要務處理，所以未能出席本公司於二零一七年九月二十二日舉行之股東週年大會。

## Code provision C.1.2

Code provision C.1.2 stipulates that the management shall provide all members of the board with monthly updates. Management considers that quarterly updates and periodic instant updates when developments arising out of the ordinary business instead of monthly updates are sufficient for the Board to discharge its duties. Besides, during the Year Under Review, the Executive Directors have provided, and will continue to provide, to all Independent Non-executive Directors updates on any material changes to the position and prospects of the Company, which are considered to be sufficient to provide general updates of the Company's performance, position and prospects to the Board and allow them to give a balanced and understandable assessment of the same to serve the purpose required by the code provision C.1.2.

## Directors' Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard of dealings and its code of conduct regarding Directors' securities transactions throughout the year ended 31 March 2018.

## Board of Directors

### Composition

As at 31 March 2018, the Board comprised of seven Directors, including two Executive Directors, two Non-Executive Directors and three Independent Non-executive Directors. The composition of the Board during the year is set out as follows:

#### **Executive Directors**

Dr. Cheung Yuk Shan, Shirley (*Chairman*)  
(resigned on 6 September 2017)

Mr. Mui Wai Sum

Mr. Chan Ka Kin (appointed on 6 September 2017)

## 守則條文 C.1.2

守則條文 C.1.2 訂明，管理層須每月向董事會全體成員提供最新資訊。管理層認為提供季度最新資料及日常業務事態發展之定期即時最新資料，而非每月最新資料，足以讓董事會履行職務。此外，於本回顧年度內，執行董事亦已經及將會繼續向全體獨立非執行董事提供有關本公司狀況及前景任何重大變動之最新資訊，該等資訊被視為足以向董事會提供有關本公司表現、狀況及前景之一般最新情況，使彼等能夠對有關情況作出公平及清晰評估，以達致守則條文 C.1.2 所規定之目的。

## 董事進行證券交易

本公司已就董事進行證券交易採納一套條款與載於 GEM 上市規則第 5.48 至 5.67 條之交易必守標準同樣嚴格之行為守則。在向所有董事作出特別查詢後，全體董事確認，截至二零一八年三月三十一日止年度期間，彼等均已遵守交易必守標準及本集團就董事進行證券交易而採納之行為守則。

## 董事會

### 成員

於二零一八年三月三十一日，董事會由七名董事組成，包括兩名執行董事、兩名非執行董事及三名獨立非執行董事。年內，董事會成員載列如下：

#### **執行董事**

張玉珊博士(主席)

(於二零一七年九月六日辭任)

梅偉琛先生

陳家健先生(於二零一七年九月六日獲委任)



## **Non-executive Director**

Dr. Cheng Yuk Shan, Shirley (*Honorary Chairman*)  
(appointed in 6 September 2017)  
Mr. Takashi Togo

## **Independent Non-executive Directors**

Mr. Hong Po Kui, Martin  
Ms. Chiu Kam Hing, Kathy  
Mr. Lau Wai Leung, Alfred

Dr. Cheung Yuk Shan, Shirley was redesignated as non-executive Director and Honorary Chairman of the Company with effect from 6 September 2017 due to her personal and other business commitments. Dr. Cheung has confirmed to the Board that she has no disagreement with the Board and there is no other matter in respect of her redesignation that needs to be brought to the attention of the shareholders of the Company.

The composition of the Board reflects the balance of skills and experience appropriate for the requirements of the Company's business and for the exercise of independent decisions. The Company has two Non-Executive Directors and three Independent Non-Executive Directors which is more than half of the Board. They are professionals in different areas and provide independent opinions based on their expertise.

Biographical details of the current Directors are set out in the section headed "Directors and Senior Management Profile" on pages 24 to 27.

The emoluments of the Directors are determined by the Board of Directors on recommendation of the Remuneration Committee with the reference to their respective duties and responsibility with the Company, the Company's performance and current market situation. Details of emoluments of the Directors for the Year Under Review are disclosed in note 7 to the consolidated financial statements.

## **非執行董事**

張玉珊博士(榮譽主席)  
(於二零一七年九月六日獲委任)  
東鄉孝士先生

## **獨立非執行董事**

康寶駒先生  
趙金卿女士  
劉偉樑先生

張玉珊博士因個人及其他業務承擔而調任為本公司非執行董事及榮譽主席之職務，自二零一七年九月六日起生效。張博士已向董事會確認，彼與董事會並無意見分歧，亦概無任何有關彼調任之其他事項須提呈本公司股東垂注。

董事會之組成反映切合本公司業務所需技能及經驗，以及作出獨立決定之平衡。本公司共有兩名非執行董事及三名獨立非執行董事，超過一半董事會人數。彼等為不同領域之專業人士，依據其各自之專業知識提供獨立意見。

現任董事之履歷詳情載於第24至第27頁「董事及高級管理人員履歷」一節。

董事薪酬乃參考各董事於本公司之職務及職責、本公司之表現及當前市況，由董事會按薪酬委員會之建議釐定。本回顧年度董事薪酬之詳情於綜合財務報表附註7披露。

## Functions, Roles and Responsibilities of the Board

The Board is responsible for the overall management of the Company, undertaking the responsibility to lead and control and to promote the success of the Company through providing direction and supervision. All Directors are bound by their duties to make objective decisions in the interests of the Company. The Board is responsible for the major affairs of the Company, including the approval and supervision of all major policies, overall strategies, internal control and risk management systems, material transactions (particularly transactions involving conflict of interest), financial information, appointment of Directors and other material financial and operating matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual, interim and quarterly accounts for approval by the Board before publication, execution of business strategies and initiatives adopted by the Board, implementation of adequate internal control systems and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

The Directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The Board is of reasonable size and composition to provide checks and balances that safeguard the interests of the shareholders and the Company as a whole. All Directors have given sufficient time and attention to the Company's affairs.

## Independence

As at the date of this report, the Company has three Independent Non-Executive Directors, at least one of whom has appropriate professional qualifications or accounting or related financial management expertise under Rule 5.05 of the GEM Listing Rules. The Company has received from each of the Independent Non-executive Directors a confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. As at the date of this report, the Company in its best knowledge considers all of the Independent Non-executive Directors to be independent.

## 董事會之職能、角色及職責

董事會負責全面管理本公司、承擔領導及監控之責任，並透過提供指導及監督促進本公司之成功。所有董事均遵守其職務之要求，以本公司之利益為前提，作出客觀決定。董事會負責本公司之重大事務，包括所有重大政策之批准及監督、整體策略、內部監控及風險管理制度、重大交易(特別是涉及利益衝突之交易)、財務資料、董事之任命及其他重大財務及營運事宜。由董事會明確轉委管理層之重大企業事宜包括編製年度、中期及季度賬目以待董事會於刊發前批准、執行董事會已採納之業務策略及倡議、落實完備之內部監控制度及風險管理程序，以及遵從相關法定規定及規則與規例。

董事按本身專長擔當不同角色，並表現高水準之個人及專業操守及誠信。董事會之人數及組成屬合理，足以為保障股東及本公司之整體利益提供互相監察制衡。全體董事均對本公司事宜付出充分時間及關注。

## 獨立性

於本報告日期，本公司共有三名獨立非執行董事，根據GEM上市規則第5.05條，其中最少一名獨立非執行董事應具備合適專業資格或會計或相關財務管理專業知識。本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出之獨立性確認書。於本報告日期，就本公司所深知，本公司認為全體獨立非執行董事均為獨立人士。

Each Independent Non-executive Director is required to inform the Company as soon as practicable if there is any change that may affect his/her independence.

There is no relationship (including financial, business, family or other material/relevant relationship) among the members of the Board.

### Board Meetings

The Board regularly meets in person or through other electronic means of communication at least four times a year to, among other matters, review past financial and operating performance and discuss the Group's direction and strategy. Appropriate notices of regular Board meetings are given to all Directors, who are all given an opportunity to attend and include matters in the agenda for discussion. Senior Management provides to the Directors information on activities and development of the business of the Group from time to time. The Company Secretary takes detailed minutes of the meetings and keeps records of matters discussed and decisions resolved at the meetings. Both draft and final versions of the minutes are sent to all Directors for their comments and records, and such minutes are open for inspection with reasonable advance notice.

The Directors can seek independent professional advice in performing their duties at the Company's expense, if necessary. According to the current Board's practices, should a potential conflict of interest involving a substantial shareholder or Director of the Company arise, the matter is discussed in a Board meeting, as opposed to being dealt with by written resolution. Independent Non-executive Directors with no conflict of interest should be present at meetings dealing with conflict issues. When the Board considers any proposal or transaction in which a Director has a conflict of interest, the Director declares his/her interest and abstains from voting.

倘出現任何可能影響其獨立性之變動，則各獨立非執行董事須於合理可行情況下盡快知會本公司。

董事會各成員間並無任何關係(包括財務、業務、家族或其他重大／相關關係)。

### 董事會會議

董事會成員親身或透過其他電子通訊方式每年舉行最少四次定期會議，以(其中包括)審閱過往財務及營運表現，以及討論本集團之方向及策略。全體董事獲發適用之定期董事會會議通知，彼等均獲給予機會出席及討論議程內之事項。高級管理人員會不時向董事提供關於本集團業務活動及發展之資料。公司秘書會作出詳盡之會議記錄，並保存會議上所討論事項及議決之記錄。會議記錄草擬文本及最終版本均寄發予所有董事以供其提供意見及作記錄，而該等會議記錄於事先合理知會情況下可供查閱。

董事於履行其職務時可尋求獨立專業意見，費用由本公司支付(如需要)。根據目前董事會之慣例，倘本公司之主要股東或董事涉及潛在利益衝突，有關事宜將於董事會會議上討論，而並非透過書面決議案處理。並無涉及利益衝突之獨立非執行董事將會出席會議，以處理衝突事宜。倘董事會認為董事於任何建議或交易中存有利益衝突，則有關董事須申報其利益，並放棄投票。

Six meetings of the Board were held during the year. The attendance of each Director at the meetings of the Board is set out below:

年內，董事會共舉行六次會議。各董事出席董事會會議之情況載列如下：

Name of Directors	董事姓名	Number of meetings attended/held 出席／舉行會議次數	Attendance rate 出席率
<b>Executive Directors</b>			
Dr. Cheung Yuk Shan, Shirley ( <i>Chairman</i> ) (resigned on 6 September 2017)	張玉珊博士(主席) (於二零一七年九月六日辭任)	3/3	100%
Mr. Mui Wai Sum	梅偉琛先生	6/6	100%
Mr. Chan Ka Kin	陳家健先生	3/3	100%
<b>Non-executive Directors</b>			
Dr. Cheung Yuk Shan, Shirley ( <i>Honorary Chairman</i> ) (appointed on 6 September 2017)	張玉珊博士(榮譽主席) (於二零一七年九月六日獲委任)	3/3	100%
Mr. Takashi Togo	東鄉孝士先生	6/6	100%
<b>Independent Non-executive Directors</b>			
Mr. Hong Po Kui, Martin	康寶駒先生	6/6	100%
Ms. Chiu Kam Hing, Kathy	趙金卿女士	6/6	100%
Mr. Lau Wai Leung, Alfred	劉偉樑先生	6/6	100%

#### Appointment and Re-election of Directors

The Company uses a formal, considered and transparent procedure for the appointment of new Directors. The proposed appointments will be considered and if thought fit, approved by the Board after due deliberation and upon recommendation of the Nomination Committee.

All Directors (including the Independent Non-executive Directors) are appointed for a specific term and are subject to retirement by rotation and re-election at least once every three years at the annual general meeting ("AGM") of the Company in accordance with the provisions of the Company's Articles of Association.

Pursuant to the Code provision A.4.1 of the Code, the non-executive directors should be appointed for a specific term, subject to re-election. The Non-Executive Director is not appointed for a specific term, but he is subject to re-election at the AGM of the Company in accordance with the Company's Articles of Association.

#### 委任及重選董事

本公司採用正規、經考慮並具透明度之程序委任新董事。董事會於充分考慮後及根據提名委員會之建議，將考慮及酌情批准有關委任建議。

全體董事(包括獨立非執行董事)按特定任期獲委任，並須根據本公司組織章程細則之條文於本公司股東週年大會(「股東週年大會」)上輪席告退及膺選連任，至少每三年一次。

根據守則之守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重選。非執行董事之委任並無指定任期，惟彼等須根據本公司之組織章程細則於本公司股東週年大會上重選連任。

At the forthcoming AGM of the Company, Mr. Hong Po Kui, Martin, Ms. Chiu Kam Hing, Kathy and Mr. Chan Ka Kin shall retire pursuant to the Company's Articles of Association. All the above retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM of the Company. The Board and the Nomination Committee recommended their reappointment. The Company's circular, to be sent to the Shareholders, contains detailed information of the above Directors as required by the GEM Listing Rules.

### Continuing Professional Development

On appointment to the Board, each Director receives a comprehensive induction package covering policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the GEM Listing Rules and other relevant regulatory requirements. All Directors shall participate in continuous professional development to develop and refresh their knowledge and skills.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations to ensure that their contribution to the Board remains informed and relevant. The Company has been encouraging the Directors and officers to participate in a wide range of professional development courses and seminars relating to the GEM Listing Rules, applicable regulatory requirements and corporate governance practices organised by professional bodies and/or independent auditors to further improve their relevant knowledge and skills.

All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training or seminars and reading relevant materials to refresh their knowledge and skills.

### Insurance

The Company arranges and reviews annually appropriate insurance cover in respect of legal action against its Directors and officers.

於本公司應屆股東週年大會上，康寶駒先生、趙金卿女士及陳家健先生將根據本公司之組織章程細則退任。上述所有退任董事將合資格並願意於本公司應屆股東週年大會膺選連任。董事會及提名委員會建議彼等重選連任。本公司將向股東寄發之通函載有GEM上市規則規定載列有關上述董事之詳細資料。

### 持續專業發展

每名新獲委任之董事加入董事會時均收到全面之入職資料，範圍涵蓋本公司之政策及程序以及作為董事之一般、法定及監管責任，以確保彼充分了解其於GEM上市規則及其他相關監管規定項下之責任。全體董事應參與持續專業發展，以發展及更新其知識及技能。

董事均定期獲知會相關法律、規則及法規之修訂或最新消息，以確保其在具備全面資訊及切合所需之情況下對董事會作出貢獻。本公司一直鼓勵董事及高級職員報讀由專業團體及／或獨立核數師舉辦有關GEM上市規則、適用監管規定及企業管治常規之廣泛專業發展課程及研討會，以進一步提升其相關知識及技能。

全體董事亦明白到持續專業發展之重要性，致力參與任何適合培訓或研討會，以及閱讀有關素材，更新彼等之知識及技能。

### 保險

本公司每年均安排及檢討適當保險，以保障其董事及高級職員所承擔之法律訴訟責任。



## Chairman and Chief Executive Officer

The roles of the Chairman and the Chief Executive Officer are separated and performed by Dr. Cheung Yuk Shan, Shirley and Dr. Kwan Fei Ying respectively to ensure a balance of power and authority.

The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board whereas the Chief Executive Officer focuses on the Group's business development and daily management and operation generally.

## Board Committees

The Board has maintained three Board Committees (the "Board Committee"), namely the Audit Committee, Remuneration Committee and Nomination Committee, throughout the year to oversee particular aspects of the Group's affairs. Each of these Committees has specific written terms of reference, which deal clearly with their authorities and duties.

### Audit Committee

The audit committee of the Company (the "Audit Committee") was established on 4 November 2003, with written terms of reference in compliance with Rule 5.28 to 5.33 of the GEM Listing Rules. The terms of reference are available on the websites of the Stock Exchange and the Company.

The Audit Committee comprises all Independent Non-executive Directors, namely Mr. Hong Po Kui, Martin, Ms. Chiu Kam Hing, Kathy and Mr. Lau Wai Leung, Alfred. The Committee is chaired by Mr. Hong Po Kui, Martin. No member of the Audit Committee is a member of the former or existing auditor of the Company.

## 主席及行政總裁

主席及行政總裁之角色已有區分，並分別由張玉珊博士及關菲英博士履行，確保達到權力及職權平衡。

主席將作出領導以及負責董事會之有效職能及領導，而行政總裁則集中於本集團之業務發展以及整體日常管理及營運。

## 董事委員會

年內，董事會共有三個董事委員會（「董事委員會」），包括審核委員會、薪酬委員會及提名委員會，以監督本集團事務之特定事宜。各委員會具有特定書面職權範圍，當中清楚訂明其職權及職務。

### 審核委員會

本公司審核委員會（「審核委員會」）於二零零三年十一月四日成立，並遵照GEM上市規則第5.28至5.33條釐定其書面職權範圍。職權範圍登載於聯交所及本公司網站。

審核委員會由全體獨立非執行董事康寶駒先生、趙金卿女士及劉偉樑先生組成。委員會主席為康寶駒先生。審核委員會概無成員為本公司之前任或現任核數師之成員。

The primary duties of the Audit Committee include, but are not limited to, the following: (a) to independent review and supervise the financial reporting process and internal control systems; (b) to ensure good communications among Directors and the Company's auditor; (c) to recommend the appointment of external auditor on an annual basis and approval of the audit fees; (d) to assist the Board in oversight of the independence, qualifications, performance and compensation of the independent accountant; (e) to review quarterly, interim and annual results announcements as well as the financial statements prior to their approval by the Board; and (f) to provide advice on audit report, accounting policies and comments to all Directors.

The Audit Committee reviews the quarterly, interim and annual reports before submission to the Board. Senior representatives of the external auditor, Executive Directors and Senior Management are invited to attend the meetings, if required.

During the year, the Audit Committee has approved the nature and scope of the statutory audits, and reviewed the quarterly, interim and annual financial statements of the Group, and was satisfied that the accounting policies and standards of the Group complied with the applicable accounting standards and requirements and that the adequate disclosures have been made.

Four meetings of the Audit Committee were held during the year. The attendance of each member at the meetings of the Audit Committee is set out below:

審核委員會之主要職務包括但不限於下列各項：(a)獨立審閱及監察財務申報程序及內部監控制度；(b)確保董事與本公司核數師溝通良好；(c)按年推薦委任外聘核數師及批准核數費用；(d)協助董事會監督獨立會計師之獨立性、資格、表現與薪酬；(e)審閱季度、中期及年度業績公佈及財務報表以待董事會批准；及(f)就核數報告、會計政策及評論向全體董事提供意見。

審核委員會於提交季度、中期及年度報告予董事會前，均會審閱該等報告。外聘核數師之高級代表、執行董事及高級管理人員均獲邀出席會議(如需要)。

年內，審核委員會已批准法定審核之性質及範圍，並審閱本集團之季度、中期及年度財務報表，且信納本集團之會計政策及準則乃符合適用會計準則及規定，並已作出充分披露。

年內，審核委員會共舉行四次會議。各成員出席審核委員會會議之情況載列如下：

Name of members	成員姓名	Number of meetings	Attendance rate
		attended/held 出席／舉行會議次數	出席率
Mr. Hong Po Kui, Martin ( <i>Chairman</i> )	康寶駒先生(主席)	4/4	100%
Ms. Chiu Kam Hing, Kathy	趙金卿女士	4/4	100%
Mr. Lau Wai Leung, Alfred	劉偉樑先生	4/4	100%

## Remuneration Committee

The remuneration committee of the Company (the “Remuneration Committee”) was established on 23 June 2006, with written terms of reference in compliance with Rules 5.34 to 5.36 of the GEM Listing Rules and the requirements set out under Code Provision. The terms of reference are available on the websites of the Stock Exchange and the Company.

The Remuneration Committee comprises all Independent Non-Executive Directors, namely Mr. Hong Po Kui, Martin, Ms. Chiu Kam Hing, Kathy and Mr. Lau Wai Leung, Alfred. The Committee is chaired by Ms. Chiu Kam Hing, Kathy.

The primary duties of the Remuneration Committee include, but are not limited to, the following: (a) to make recommendations to the Board on the Company’s policies and structure for all Directors’ and Senior Management remuneration; (b) to make recommendations to the Board on the remuneration packages of individual Executive Directors, Non-executive Directors and Senior Management; and (c) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration.

During the year, the Remuneration Committee has reviewed the remuneration packages of the Executive Directors, the Non- Executive Director and senior management of the Company.

Two meeting of the Remuneration Committee was held during the year. The attendance of each member at the meeting of the Remuneration Committee is set out below:

Name of members	成員姓名	Number of meetings	Attendance rate
		attended/held 出席／舉行會議次數	出席率
Ms. Chiu Kam Hing, Kathy ( <i>Chairman</i> )	趙金卿女士(主席)	2/2	100%
Mr. Hong Po Kui, Martin	康寶駒先生	2/2	100%
Mr. Lau Wai Leung, Alfred	劉偉樑先生	2/2	100%

## 薪酬委員會

本公司薪酬委員會(「薪酬委員會」)於二零零六年六月二十三日成立，並遵照GEM上市規則第5.34至5.36條釐定其書面職權範圍。職權範圍登載於聯交所及本公司網站。

薪酬委員會由全體獨立非執行董事康寶駒先生、趙金卿女士及劉偉樑先生組成。委員會主席為趙金卿女士。

薪酬委員會之主要職務包括但不限於下列各項：(a)就本公司全體董事及高級管理人員之薪酬政策及架構向董事會提出建議；(b)就個別執行董事、非執行董事及高級管理人員之薪酬待遇向董事會提出建議；及(c)確保任何董事或其任何聯繫人士不得參與釐定其本身之薪酬。

年內，薪酬委員會已檢討本公司執行董事、非執行董事及高級管理人員之薪酬待遇。

年內，薪酬委員會共舉行兩次會議。各成員出席薪酬委員會會議之情況載列如下：

## Nomination Committee

The nomination committee of the Company (the “Nomination Committee”) was established on 29 March 2012, and the Company had adopted a terms of reference in compliance with the Code Provision A.5. The terms of reference are available on the websites of the Stock Exchange and the Company.

The Nomination Committee comprises, all Executive Directors, namely Dr. Cheung Yuk Shan, Shirley (resigned on 6 September 2017), Mr. Mui Wai Sum and Mr. Chan Ka Kin (appointed on 6 September 2017) and all Independent Non-executive Directors, namely Mr. Hong Po Kui, Martin, Ms. Chiu Kam Hing, Kathy and Mr. Lau Wai Leung, Alfred. The Committee is chaired by Mr. Chan Ka Kin.

The primary duties of the Nomination Committee include, but are not limited to, the following: (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board, and make recommendations to the Board regarding any proposed changes; and (b) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer.

During the year, the Nomination Committee has reviewed the Board composition, the appointment and re-appointment of Directors and also succession planning for the Board, the Chairman and the Chief Executive Officer of the Company. During the year, the Nomination Committee recommended Mr. Lau Wai Leung, Alfred to be appointed as an Independent Non-Executive Director of the Board.

## 提名委員會

本公司提名委員會(「提名委員會」)於二零一二年三月二十九日成立，本公司已遵照守則條文A.5採納職權範圍。職權範圍登載於聯交所及本公司網站。

提名委員會由全體執行董事張玉珊博士(於二零一七年九月六日辭任)、梅偉琛先生及陳家健先生(於二零一七年九月六日獲委任)，以及全體獨立非執行董事康寶駒先生、趙金卿女士及劉偉樑先生組成。委員會主席為陳家健先生。

提名委員會之主要職務包括但不限於下列各項：(a)檢討董事會之架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬作出之變動向董事會提出建議；及(b)就董事(特別是主席及行政總裁)委任或重新委任及董事繼任計劃向董事會提出建議。

年內，提名委員會已檢討董事會之組成、董事之委任及重新委任，以及董事會、本公司主席及行政總裁之繼任計劃。年內，提名委員會建議委任劉偉樑先生為董事會獨立非執行董事。

## CORPORATE GOVERNANCE REPORT 企業管治報告

Two meeting of the Nomination Committee were held during the year. The attendance of each member at the meeting of the Nomination Committee is set out below:

年內，提名委員會共舉行兩次會議。各成員出席提名委員會會議之情況載列如下：

Name of members	成員姓名	Number of meetings attended/held 出席／舉行會議次數	Attendance rate 出席率
<b>Executive Directors</b>	<b>執行董事</b>		
Dr. Cheung Yuk Shan, Shirley ( <i>Chairman</i> ) (resigned on 6 September 2017)	張玉珊博士(主席) (於二零一七年九月六日 辭任)	2/2	100%
Mr. Mui Wai Sum	梅偉琛先生	2/2	100%
Mr. Chan Ka Kin (appointed on 6 September 2017)	陳家健先生(於二零一七年 九月六日獲委任)	0/0	N/A 不適用
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Hong Po Kui, Martin	康寶駒先生	2/2	100%
Ms. Chiu Kam Hing, Kathy	趙金卿女士	2/2	100%
Mr. Lau Wai Leung, Alfred	劉偉樑先生	2/2	100%

### Corporate Governance Functions

No corporate governance committee of the Company has been established and the Board as a whole is responsible for performing the corporate governance duties including: (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of Directors and Senior Management; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and (e) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

During the year, the Board has reviewed the Company's policies and practices on corporate governance.

### 企業管治職能

本公司並無成立企業管治委員會，並由董事會整體負責履行企業管治職務，包括：(a) 制定及檢討本公司之企業管治政策及常規；(b) 檢討及監察董事及高級管理人員培訓及持續專業發展；(c) 檢討及監察遵守法律及監管規定之本公司政策及常規；(d) 制定、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；及(e) 檢討本公司遵守守則之情況及企業管治報告之披露。

年內，董事會已檢討本公司之企業管治政策及常規。



## Accountability and Audit

### Financial Reporting

The Directors acknowledge their responsibility for preparing the financial statements of the Group that give a true and fair view of the state of affairs of the Group. In preparing the financial statements for the year ended 31 March 2018, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance have been complied with. The Directors believe that they have complied all applicable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable. The Directors also ensure the timely publication of the financial statements of the Group. As at 31 March 2018, the Directors were not aware of any material uncertainties or events which may have a significant impact on the Company's ability to operate as a going concern. Accordingly, the Directors have prepared the financial statements on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

The reporting responsibilities of the Company's external auditor, Baker Tilly Hong Kong Limited, are set out in the "Independent Auditor's Report" in this annual report.

### Auditor's Remuneration

The Company reviews the appointment of external auditor on an annual basis including a review of the audit scope and approval of the audit fee. During the year, the fee payable to the Company's external auditor for audit services amounted to HK\$1,250,000 and fee for non-audit related activities amounted to HK\$264,000.

## 問責及審核

### 財務申報

董事確認彼等有責任編製本集團之財務報表，以真實而公平地反映本集團之事務狀況。編製截至二零一八年三月三十一日止年度之財務報表時，本公司已採納香港公認會計原則，亦已遵守香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋之規定及香港公司條例之披露規定。董事相信，彼等已遵守並貫徹應用所有合適之會計政策，並作出審慎及合理之判斷及估計。董事亦確保適時刊發本集團之財務報表。於二零一八年三月三十一日，董事並不知悉任何可能對本公司持續經營能力構成重大影響之重大不明朗因素或事件。因此，董事已按持續經營基準編製財務報表，當中預期正常業務活動持續進行，以及於一般業務過程中變現資產及償還負債。

本公司之外聘核數師天職香港會計師事務所有限公司之申報責任載於本年報之「獨立核數師報告」。

### 核數師薪酬

本公司每年均檢討外聘核數師之委任，包括檢討審核範圍及批准核數費用。年內，就核數服務及非核數相關活動應付本公司外聘核數師之費用分別為1,250,000港元及264,000港元。

## Company Secretary

The primary duties of the Company Secretary include, but are not limited to, the following: (a) to ensure the Board procedures are followed and that the activities of the Board are carried out efficiently and effectively; (b) to assist the Chairman to prepare agendas and Board papers for meetings and disseminates such documents to the Directors and Board Committees in a timely manner; (c) to timely dissemination of announcements and information relating to the Group to the market; and (d) to maintain formal minutes of the Board meetings and other Board Committee meetings.

Mr. Ip Wai Sing (“Mr. Ip”) was appointed as the Company Secretary of the Company.

Mr. Ip has confirmed that he has undertaken no less than 15 hours of professional training to update his skills and knowledge.

## Shareholders’ Rights

### Right to convene an extraordinary general meeting (“EGM”)

In accordance with Article 58 of the Company’s Articles of Association, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

### Right to direct enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary by addressing them to the principal place of business of Company in Hong Kong at: 16th Floor, Prosperity Tower, 39 Queen’s Road Central, Central, Hong Kong.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

## 公司秘書

公司秘書之主要職務包括但不限於下列各項：(a) 確保董事會程序獲得遵守及董事會活動有效率及具效益地進行；(b) 協助主席編製會議議程及董事會文件，並適時發送該等文件予董事及董事委員會；(c) 適時向市場傳達有關本集團之公佈及資料；及(d) 保存董事會會議及其他董事委員會會議之正式會議記錄。

葉偉勝先生(「葉先生」)已獲委任為本公司之公司秘書。

葉先生已確認彼已接受不少於十五小時之專業培訓，以更新其技能及知識。

## 股東權利

### 召開股東特別大會(「股東特別大會」)之權利

根據本公司之組織章程細則第58條，任何一名或多名於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會表決權利)十分之一之股東，隨時有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項。

### 向董事會提出查詢之權利

股東可隨時以書面方式透過公司秘書向董事會提出查詢及關注，郵寄地址為本公司之香港主要營業地點：香港中環皇后大道中39號豐盛創建大廈16樓。

股東亦可於本公司股東大會上向董事會提出查詢。

## Right to put forward proposals at a general meeting

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group. Shareholders are request to follow Article 58 of the Company's Articles of Association for including a resolution at an EGM. The requirement and procedures are set out in paragraph headed "Right to convene an extraordinary general meeting ("EGM")" above.

## Communication with Shareholders

The Board is committed to maintaining an ongoing and transparent communication with all shareholders. The Company has provided clear and full performance information of the Group to shareholders in accordance with the GEM Listing Rules and through various communication channels, including AGM and EGM, quarterly, interim and annual reports, announcements and circulars. Additional information of the Group is also available to shareholders on the Company's website at <http://www.sst-holding.com>.

Shareholders are encouraged to attend the AGM for which not less than 21 clear days' notice is given. The Chairman and Directors are available to answer questions on the Group's business at the meeting.

The Group values feedback from shareholders on its effort to promote transparency and foster investor relationships. Comments and suggestions are always welcomed.

## Constitutional Documents

There are no changes in the Company's constitutional documents during the year.

## 於股東大會上提出議案之權利

本公司歡迎股東提出有關本集團業務、策略及／或管理之建議。股東須根據本公司之組織章程細則第58條於股東特別大會上提呈決議案。有關要求及程序載於上文「召開股東特別大會（「股東特別大會」）之權利」一段。

## 與股東之溝通

董事會致力維持與全體股東持續及透明之溝通。本公司已根據GEM上市規則及透過多種通訊渠道（包括股東週年大會及股東特別大會、季度、中期及年度報告、公佈及通函），為股東提供本集團清晰及全面之業績資料。本集團其他資料亦登載於本公司網站（<http://www.sst-holding.com>），以供股東查閱。

本集團鼓勵股東出席股東週年大會，有關大會將發出不少於二十一個完整日之通知。主席與董事均會出席大會，以於會上解答有關本集團業務之提問。

本集團致力提高透明度與促進投資者關係，十分重視股東之回饋意見。歡迎股東隨時提出意見與建議。

## 憲章文件

年內，本公司之憲章文件並無變動。

## Corporate Governance Enhancement

Enhancing corporate governance is not simply a matter of applying and complying with the Corporate Governance Code of the Stock Exchange but also about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our Shareholders to promote and improve our transparency are also welcome.

## Risk Management and Internal Control

During the Year, the Board complied with the code provisions on risk management and internal control as set out in the CG Code. The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems for the Group. The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorized use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The Board has overseen the Company's risk management and internal control systems on an ongoing basis. A year end review of the effectiveness of the Company's and its subsidiaries risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate. Self-assessment and comprehensive risk assessment surveys have been conducted during the review. The Company also has an internal audit function to carry out the analysis and independent appraisal of the adequacy and effectiveness of the systems, and has procedures in place to keep information confidential and manage actual or potential conflicts of interest. Stringent internal structures have been designed to prevent the misuse of inside information and avoid conflicts of interest.

## 提升企業管治水平

提升企業管治水平並非只為應用並遵守聯交所之企業管治守則，亦為推動及建立道德與健全之企業文化。我們將按經驗、監管變動及發展，持續檢討並於適當時改善現行常規。本公司亦歡迎股東提供任何意見及建議以提高及改善本公司之透明度。

## 風險管理及內部監控

於本年度，董事會已遵守企業管治守則所載有關風險管理及內部監控之守則條文。董事會有整體責任評估及釐定為達致本集團戰略目標所願承擔之風險性質及程度，並維持本集團合適及有效之風險管理及內部監控制度。該等制度乃為管理未能達致業務目標之風險而設，並僅可就重大錯誤陳述或損失作出合理而非絕對之保證。

本公司管理層已於營運、財務及風險監控範疇制訂一套綜合政策、標準及程序，以防止資產在未經授權下獲使用或處置、妥善保存會計記錄，以及確保財務資料之可靠性，從而有效地確保防止出現欺詐及錯誤。

董事會一直持續監察本公司之風險管理及內部監控制度，每年對本公司及其附屬公司之風險管理及內部監控制度成效進行年末審閱，並認為該等制度有效運作及足夠。審閱過程中已進行自我評估及全面風險評估調查。本公司亦具備內部審核職能，以分析及獨立評估該等制度是否足夠及有效，並設有程序以確保資料保密及管理實質或潛在之利益衝突。本公司已設計嚴密之內部架構，防止不當使用內幕消息及避免利益衝突。

## CORPORATE GOVERNANCE REPORT 企業管治報告

All Directors and those employees who could have access to, and monitor, the information of the Group are responsible for making appropriate precautions to prevent abuse or misuse of such information. Employees of the Group are prohibited from using inside information for their own benefit.

The Board is also vested with the responsibility to disseminate to the Shareholders and the public any inside information in the form of announcements and circulars, in accordance with the Listing Rules.

全體董事及可接觸及監控本集團資料之僱員均有責任作出適當預防措施，以防止濫用或不當使用該等資料。本集團僱員嚴禁利用內幕消息謀取私利。

根據上市規則，董事會亦負責以公佈及通函之形式向股東及公眾發放任何內幕消息。



## DIRECTORS' REPORT 董事會報告

The Directors submit herewith their annual report together with the audited financial statements for the year ended 31 March 2018.

Sau San Tong Holdings Limited (the “Company”) was incorporated in Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 19 November 2003.

### Principal Activities and Business Review

The principal activity of the Company is investment holding. The principal activities and particulars of the subsidiaries are set out in note 37 on pages 196 to 203 to the financial statements.

The Group is principally engaged in the provision of beauty and slimming services from slimming centres, distribution sales of cosmetic and skin care products, sale of other health and beauty products, investments in securities and money lending business. The slimming centres, which are operated under the “Sau San Tong” and “IPRO” brand names, provide services such as whole and partial body slimming, weight management, body treatment services and facial treatment services to its customers.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Chairman's Statement, Management's Statement and Management Discussion and Analysis set out on pages 5 to 23 of this annual report. This discussion forms part of this directors' report.

### Financial Statements

The profit of the Group for the year ended 31 March 2018, and the state of the Group's affairs as at that date, are set out in the financial statements on pages 70 to 215.

董事謹此提呈截至二零一八年三月三十一日止年度之年度報告及經審核財務報表。

修身堂控股有限公司(「本公司」)於二零零二年五月二十一日根據開曼群島第22章公司法(一九六一年法例三，經綜合及修訂)，於開曼群島註冊成立為獲豁免有限公司，而其股份自二零零三年十一月十九日起於香港聯合交易所有限公司(「聯交所」)GEM上市。

### 主要業務及業務回顧

本公司之主要業務為投資控股。主要業務及附屬公司詳情載於財務報表第196至第203頁之附註37。

本集團主要從事由纖體中心提供美容及纖體服務、分銷銷售化妝及護膚產品、銷售其他保健及美容產品、證券投資，以及放債業務。纖體中心以「修身堂」及「星悅」品牌名稱經營，為客戶提供全身及局部纖體、體重管理、全身護理服務及面部護理服務等服務。

按香港公司條例附表5所規定有關該等業務之進一步討論及分析，包括有關本集團面臨之主要風險及不明朗因素之討論以及本集團業務之未來可能發展動向之跡象，載於本年報第5至第23頁所載之主席報告、管理層報告以及管理層討論及分析。該討論構成本董事會報告一部分。

### 財務報表

本集團截至二零一八年三月三十一日止年度之溢利以及本集團於該日之事務狀況載於第70至第215頁之財務報表。

## Dividends

The Directors do not recommend the payment of a dividend in respect of the year ended 31 March 2018 (2017: Nil).

## Summary Financial Information

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 4. The summary does not form part of the audited financial statements.

## Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in note 11 to the financial statements on pages 130 to 132.

## Share Capital

Details of the movements in share capital of the Company during the year are set out in note 27(a) to the financial statements on pages 165 to 166.

## Share Option Scheme

### Share option scheme adopted on 4 November 2003

The Company has adopted a share option scheme on 4 November 2003 (the "Expired Share Option Scheme"). The purpose of the Expired Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of its subsidiaries. Eligible participants of the Expired Share Option Scheme include fulltime or part-time employees, executives or officers (including executive, non-executive directors and independent non-executive directors) of the Company and/or any of its subsidiaries and any suppliers, consultants, agents or advisers who, in the sole opinion of the Board, have contributed to the Company and/or such subsidiaries.

## 股息

董事並不建議派付截至二零一八年三月三十一日止年度之股息(二零一七年：無)。

## 財務資料概要

本集團在過去五個財政年度之已公佈業績及資產、負債及非控股權益之概要載於第4頁。概要並不構成經審核財務報表一部分。

## 物業、機器及設備

本集團物業、機器及設備之變動詳情載於第130至第132頁之財務報表附註11。

## 股本

本公司股本於年內之變動詳情載於第165至第166頁之財務報表附註27(a)。

## 購股權計劃

### 於二零零三年十一月四日採納之購股權計劃

本公司於二零零三年十一月四日採納一項購股權計劃(「已屆滿購股權計劃」)。已屆滿購股權計劃旨在讓本公司向合資格參與者授予購股權，作為彼等對本公司及／或其任何附屬公司帶來貢獻或潛在貢獻之獎勵或回報。已屆滿購股權計劃之合資格參與者包括本公司及／或其任何附屬公司之全職或兼職僱員、行政人員或高級職員(包括執行、非執行董事及獨立非執行董事)，以及董事會全權認為對本公司及／或該等附屬公司作出貢獻之任何供應商、顧問、代理人或提供意見之人士。

Share options are granted to the eligible participants at a consideration of HK\$1. Each option gives the holder the right to subscribe for one ordinary share in the Company. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than five years after it has been granted. No option may be granted more than 10 years after the date of approval of the Expired Share Option Scheme.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Expired Share Option Scheme and any other share option plans of the Company at any time shall not exceed 30% of the shares in issue from time to time.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Expired Share Option Scheme and any other share option plans of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to the date of grant in excess of 1% of the number of shares in issue as at the date of grant, are subject to the Company issuing a circular and the approval from the Company's shareholders in a general meeting.

The exercise price for a share in respect of any particular option granted under the Expired Share Option Scheme (which shall be payable upon exercise of the option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the official closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

購股權乃按代價1港元授予合資格參與者。每份購股權給予持有人權利可認購一股本公司普通股。購股權可行使之期間將由董事會全權決定，惟購股權於授出超過五年後不得行使。自己屆滿購股權計劃批准日期起計超過十年後不得授出購股權。

根據已屆滿購股權計劃及本公司任何其他購股權計劃授出但未行使之所有未獲行使購股權獲行使時可能發行之股份最高數目，於任何時候均不得超過不時已發行股份之30%。

已發行及根據已屆滿購股權計劃及本公司任何其他購股權計劃向各合資格參與者授出之購股權(包括已行使、已註銷及未獲行使之購股權)獲行使時可能發行之股份總數，倘於截至授出日期止任何十二個月期間超過授出日期已發行股份數目之1%，則本公司須發出通函並於股東大會上取得本公司股東批准。

根據已屆滿購股權計劃授出之任何特定購股權涉及之股份行使價(須在行使購股權時繳付)將為董事會全權決定之價格，惟該價格不得低於(i)股份於授出日期(必須為營業日)在聯交所日報表所報之正式收市價；(ii)股份於緊接授出日期前五個營業日在聯交所日報表所報之平均收市價；及(iii)股份面值(以最高者為準)。

### Share option scheme adopted on 24 February 2016

On 24 February 2016, the Company has adopted a new share option scheme (the "New Share Option Scheme"). The purpose of the New Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of its subsidiaries. Eligible participants of the New Share Option Scheme include full-time or part-time employees, executives or officers (including executive, nonexecutive directors and independent non-executive directors) of the Company and/or any of its subsidiaries and any consultants, agents or advisers who, in the sole opinion of the Board, have contributed to the Company and/or such subsidiaries.

Share options are granted to the eligible participants at a consideration of HK\$1. Each option gives the holder the right to subscribe for one ordinary share in the Company. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than five years after it has been granted. No option may be granted more than 10 years after the date of approval of the New Share Option Scheme.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option plans of the Company at any time shall not exceed 30% of the shares in issue from time to time.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option plans of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to the date of grant in excess of 1% of the number of shares in issue as at the date of grant, are subject to the Company issuing a circular and the approval from the Company's shareholders in a general meeting.

### 於二零一六年二月二十四日採納之購股權計劃

本公司於二零一六年二月二十四日採納一項新購股權計劃(「新購股權計劃」)。新購股權計劃旨在讓本公司向合資格參與者授予購股權，作為彼等對本公司及／或其任何附屬公司帶來貢獻或潛在貢獻之獎勵或回報。新購股權計劃之合資格參與者包括本公司及／或其任何附屬公司之全職或兼職僱員、行政人員或高級職員(包括執行、非執行董事及獨立非執行董事)，以及董事會全權認為對本公司及／或該等附屬公司作出貢獻之任何顧問、代理人或提供意見之人士。

購股權乃按代價1港元授予合資格參與者。每份購股權給予持有人權利可認購一股本公司普通股。購股權可行使之期間將由董事會全權決定，惟購股權於授出超過五年後不得行使。自新購股權計劃批准日期起計超過十年後不得授出購股權。

根據新購股權計劃及本公司任何其他購股權計劃授出但未行使之所有未獲行使購股權獲行使時可能發行之股份最高數目，於任何時候均不得超過不時已發行股份之30%。

已發行及根據新購股權計劃及本公司任何其他購股權計劃向各合資格參與者授出之購股權(包括已行使、已註銷及未獲行使之購股權)獲行使時可能發行之股份總數，倘於截至授出日期止任何十二個月期間超過授出日期已發行股份數目之1%，則本公司須發出通函並於股東大會上取得本公司股東批准。

## DIRECTORS' REPORT 董事會報告

The exercise price for a share in respect of any particular option granted under the New Share Option Scheme (which shall be payable upon exercise of the option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the official closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

Details of the share options movements during the year ended 31 March 2018 under the Share Option Scheme are as follows:

	No. of options 購股權數目					Date granted 授出日期	Period during which options are exercisable 購股權可予行使之期間	Exercise price per share 每股行使價 (HK\$)/(港元)	Market value per share at date of grant of options 於授出購股權 日期之每股市價
	Held at 1st April 2017 於二零一七年 四月一日持有	Granted during the year 年內授出	Cancelled/ Lapsed during the year 年內註銷/ 失效	Exercised during the year 年內行使	Outstanding at the year end 年末尚未動用				
<b>Director 董事</b>									
Executive director 執行董事:									
Mr. Mui Wai Sum 梅偉琛先生	18,211,359	-	-	-	18,211,359	10 March 2016 (Note) 二零一六年三月十日 (附註)	10 March 2016 to 9 March 2021 二零一六年三月十日 至 二零二一年三月九日	0.132	0.132
Chief Executive Officer 行政總裁	18,211,359	-	-	-	18,211,359	10 March 2016 (Note) 二零一六年三月十日 (附註)	10 March 2016 to 9 March 2021 二零一六年三月十日 至 二零二一年三月九日	0.132	0.132
	<b>36,422,718</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36,422,718</b>				

**Note:**

The numbers of options and the subscription price per share have been retrospectively adjusted for the Rights Issue on 26 September 2014, the Open Offer on 25 September 2015 and Share Consolidation on 23 September 2016.

根據新購股權計劃授出之任何特定購股權涉及之股份行使價(須在行使購股權時繳付)將為董事會全權決定之價格,惟該價格不得低於(i)股份於授出日期(必須為營業日)在聯交所日報表所報之正式收市價;(ii)股份於緊接授出日期前五個營業日在聯交所日報表所報之平均收市價;及(iii)股份面值(以最高者為準)。

截至二零一八年三月三十一日止年度在購股權計劃項下之購股權變動詳情如下:

**附註:**

購股權數目及每股認購價已就二零一四年九月二十六日之供股、二零一五年九月二十五日之公開發售及二零一六年九月二十三日之股份合併作追溯調整。



## Equity-Linked Agreement

Save for the share option scheme of the Company as disclosed in the section headed "Share Option Scheme" above, no equity linked agreements were entered into by the Group, or existed during the Year.

## Distributable Reserves

Pursuant to the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and reserved) of the Cayman Islands, share premium and contributed surplus of the Company are distributable to the shareholders. As at 31 March 2018, the Company's reserves available for distribution to equity shareholders of the Company amounted to approximately HK\$426,978,000 (2017: HK\$436,896,000).

## Segment Information

The segment information of the Group for the year ended 31 March 2018 is set out in note 10 to the consolidated financial statements on pages 124 to 129.

## Connected Transaction

The "Other related party transactions" as disclosed in the note 35(b) to the consolidated financial statements for the year ended 31 March 2018 do not constitute a connected transaction or a continuing connected transaction under the GEM Listing Rules.

## Directors

The Directors who held office during the year and up to the date of this annual report are:

### Executive Directors

Dr. Cheung Yuk Shan, Shirley (resigned on 6 September 2017)  
Mr. Mui Wai Sum  
Mr. Chan Ka Kin (appointed on 6 September 2017)

### Non-Executive Directors

Dr. Cheung Yuk Shan, Shirley (appointed on 6 September 2017)  
Mr. Takashi Togo

## 股票掛鈎協議

除上文「購股權計劃」一節所披露之本公司購股權計劃外，本集團於年內概無訂立或存在股票掛鈎協議。

## 可分派儲備

根據開曼群島第22章公司法(一九六一年法例三，經綜合及修訂)，本公司之股份溢價及實繳盈餘可分派予股東。於二零一八年三月三十一日，本公司可分派予本公司權益持有人之儲備約為426,978,000港元(二零一七年：436,896,000港元)。

## 分部資料

本集團截至二零一八年三月三十一日止年度之分部資料載於第124至第129頁之綜合財務報表附註10。

## 關連交易

於截至二零一八年三月三十一日止年度之綜合財務報表附註35(b)所披露之「其他關連人士交易」並不構成GEM上市規則項下之關連交易或持續關連交易。

## 董事

於年內及直至本年報日期，在任董事包括以下人士：

### 執行董事

張玉珊博士(於二零一七年九月六日辭任)  
梅偉琛先生  
陳家健先生(於二零一七年九月六日獲委任)

### 非執行董事

張玉珊博士(於二零一七年九月六日獲委任)  
東鄉孝士先生

## Independent Non-Executive Directors

Mr. Hong Po Kui, Martin  
Ms. Chiu Kam Hing, Kathy  
Mr. Lau Wai Leung, Alfred

In accordance with Article 87 of the Company's Articles of Association, Mr. Hong Po Kui, Martin, Ms. Chiu Kam Hing, Kathy and Mr. Chan Ka Kin, will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The Company has received annual confirmations of independence from Mr. Hong Po Kui, Martin, Ms. Chiu Kam Hing, Kathy and Mr. Lau Wai Leung, Alfred as at the date of this annual report and therefore still considers them to be independent.

## Directors' and Senior Management's Biographies

Biographical details of the Directors of the Company and senior management of the Group as at the date of this annual report are set out on pages 24 to 27.

## Directors' Service Contracts

The Executive Director is entitled to a basic salary and a discretionary bonus provided that the aggregate amount of the bonuses payable to all the Executive Directors for any financial year of the Company may not exceed 10% of the audited consolidated net profit of the Group (after taxation and non-controlling interests but before extraordinary and exceptional items of the Group) in respect of the financial year.

Save for a total fee of approximately HK\$200,000 for all of them for the year ended 31 March 2018, the Independent Non-Executive Directors are not entitled to any other remuneration.

None of the Directors (including those proposed for re-election at the forthcoming annual general meeting) has a service contract which is not determinable by the Group within 1 year without payment of compensation (other than statutory compensation).

## 獨立非執行董事

康寶駒先生  
趙金卿女士  
劉偉樑先生

根據本公司組織章程細則第87條，康寶駒先生、趙金卿女士及陳家健先生將於應屆股東週年大會退任並合資格膺選連任。

於本年報日期，本公司已接獲康寶駒先生、趙金卿女士及劉偉樑先生就其獨立性發出之年度確認書，故仍認為彼等均為獨立人士。

## 董事及高級管理人員之履歷

於本年報日期，本公司董事及本集團高級管理人員之履歷詳情載於第24至第27頁。

## 董事之服務合約

執行董事有權收取基本薪金及酌情花紅，惟就本公司於任何財政年度應付全體執行董事之花紅總額，不得超過有關財政年度本集團之經審核綜合純利(除稅及非控股權益後但未計本集團之非經常性及特殊項目前)之10%。

除於截至二零一八年三月三十一日止年度支付予全體獨立非執行董事之袍金合共約200,000港元外，彼等無權享有任何其他薪酬。

概無董事(包括擬於應屆股東週年大會上膺選連任者)訂立不可由本集團於一年內終止而毋須支付賠償(法定賠償除外)之服務合約。

## Emolument Policy

The emoluments of the Directors and Senior Management of the Group are determined by the Remuneration Committee with reference to their relevant qualifications, experience, competence and the prevailing market conditions.

The Remuneration Committee was established on 23 June 2006, and the Company had adopted a revised terms of reference as of 29 March 2012 in accordance with Rules 5.34 to 5.36 of the GEM Listing Rules and the requirements set out under Code Provision. Details of the role and work performed by the committee are set out in "Corporate Governance Report" in this annual report.

## Remuneration by Bands

The remuneration paid or payable to the Directors and senior management during the year were fell within the following bands:

HK\$Nil to HK\$1,000,000	零港元至 1,000,000 港元
HK\$1,000,001 to HK\$2,000,000	1,000,001 港元至 2,000,000 港元
HK\$2,000,001 to HK\$3,000,000	2,000,001 港元至 3,000,000 港元
HK\$3,000,001 to HK\$4,000,000	3,000,001 港元至 4,000,000 港元

## Directors' Interests in Contracts

None of the Directors had a material interest, whether directly or indirectly, in any contract of significance subsisting during or at the end of the financial year to which the Company or any of its subsidiaries was a party.

## 薪酬政策

本集團董事及高級管理人員之薪酬乃經薪酬委員會參考彼等之相關資格、經驗、能力及現行市況而釐定。

薪酬委員會於二零零六年六月二十三日成立，而本公司已根據GEM上市規則第5.34至5.36條及守則條文所載之規定，於二零一二年三月二十九日採納經修訂職權範圍。委員會之角色及履行之工作詳情載於本年報「企業管治報告」。

## 薪酬範圍

年內，已付或應付董事及高級管理人員的薪酬屬於下列範圍：

Number of Directors 董事數目	Number of senior management 高級管理人員數目
-----------------------------	---

HK\$Nil to HK\$1,000,000	零港元至 1,000,000 港元	6	—
HK\$1,000,001 to HK\$2,000,000	1,000,001 港元至 2,000,000 港元	—	—
HK\$2,000,001 to HK\$3,000,000	2,000,001 港元至 3,000,000 港元	—	—
HK\$3,000,001 to HK\$4,000,000	3,000,001 港元至 4,000,000 港元	1	1

## 董事之合約權益

概無董事於本公司或其任何附屬公司所訂立而於本財政年度內或結束時仍然存在之任何重大合約中直接或間接擁有重大權益。

## Permitted Indemnity Provision

The Group has taken out and maintained directors' liability insurance throughout the Year, which provides appropriate cover for legal actions brought against the Directors. The level of the coverage is reviewed annually.

## Directors' and Chief Executive's Interests and Short Positions in Shares

As at 31 March 2018, the interests or short positions of the Directors and the chief executive of the Company or their respective associates in shares and underlying shares (the "Shares") of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and/or short positions which they are deemed or taken to have under such provisions of the SFO, or which will be required, pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

### Long position in shares of the Company:

Name of director 董事姓名	Corporate interests 公司權益	Number of shares 股份數目		Approximate percentage of interest in the Company's issued share capital 佔本公司已發行股本權益之概約百分比
		Personal interests 個人權益	Total 總數	
Dr. Cheung Yuk Shan, Shirley 張玉珊博士	62,664,000 (Note) (附註)	80,645,400	143,309,400	2.62%

#### Note:

The 62,664,000 shares were held by Biochem Investments Limited ("Biochem"), a company incorporated in the British Virgin Islands with limited liability. The entire issued share capital of Biochem is wholly owned by Dr. Cheung Yuk Shan, Shirley.

## 獲准許彌償條文

本集團於年內已購買及維持董事責任保險，就針對董事之法律訴訟提供適當保障。保障範圍每年進行檢討。

## 董事及主要行政人員於股份之權益及淡倉

於二零一八年三月三十一日，本公司董事及主要行政人員或其各自之聯繫人士於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及相關股份(「股份」)中擁有權益或淡倉，而須根據證券及期貨條例第XV部第7及第8分部規定知會本公司及聯交所(包括根據證券及期貨條例之有關條文，其被視為或當作擁有之權益及／或淡倉)，或根據證券及期貨條例第352條須或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所者如下：

### 於本公司股份之好倉：

Name of director 董事姓名	Corporate interests 公司權益	Number of shares 股份數目		Approximate percentage of interest in the Company's issued share capital 佔本公司已發行股本權益之概約百分比
		Personal interests 個人權益	Total 總數	
Dr. Cheung Yuk Shan, Shirley 張玉珊博士	62,664,000 (Note) (附註)	80,645,400	143,309,400	2.62%

#### 附註：

該62,664,000股股份由Biochem Investments Limited (「Biochem」)持有，Biochem為一間於英屬處女群島註冊成立之有限公司。Biochem之全部已發行股本由張玉珊博士全資擁有。

## DIRECTORS' REPORT 董事會報告

### Long position in underlying shares of the Company:

#### Share Option Scheme

The interests in the underlying shares of the Company arise from share options granted to the Directors of the Company under the Company's share option scheme, details of which are as follows:

Name of director/ chief executive 董事/主要行政人員姓名	Date of grant 授出日期	Exercisable period 行使期	Subscription price per share 每股認購價	Aggregate long position in underlying shares of the Company 於本公司 相關股份 之好倉總數	Approximate percentage interest in the Company's issued share capital 佔本公司 已發行股本 權益之概約 百分比
Mr. Mui Wai Sum 梅偉琛先生	10 March 2016 二零一六年三月十日	10 March 2016 – 9 March 2021 二零一六年三月十日 至 二零二一年三月九日	HK\$0.132 0.132 港元	18,211,359	0.33%
Dr. Kwan Fei Ying 關菲英博士	10 March 2016 二零一六年三月十日	10 March 2016 – 9 March 2021 二零一六年三月十日 至 二零二一年三月九日	HK\$0.132 0.132 港元	18,211,359	0.33%

#### Note:

The above interest constitutes a long position of the Director and the Chief Executive in a physically settled equity derivative for the purpose of the SFO.

Save as disclosed above, as at 31 March 2018, none of the Directors or chief executive of the Company or their respective associates has any personal, family, corporate or other interests or short positions in the Shares of the Company or its associated (within the meaning of Part XV of SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standard of dealings by Directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are required to be notified to the Company and the Stock Exchange.

### 於本公司相關股份之好倉：

#### 購股權計劃

本公司相關股份之權益來自根據本公司購股權計劃授予本公司董事之購股權，其詳情如下：

#### 附註：

就證券及期貨條例而言，上述權益構成董事及主要行政人員於以實物結算股本衍生工具之好倉。

除上文所披露者外，於二零一八年三月三十一日，本公司董事、主要行政人員或其各自之聯繫人士概無於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份中，擁有任何記錄於根據證券及期貨條例第352條規定存置之登記冊中，或根據GEM上市規則第5.46至5.67條所述本公司董事進行交易之最低標準須知會本公司及聯交所之個人、家族、公司或其他權益或淡倉，而須知會本公司及聯交所。



## Substantial Shareholders' Interests and Short Positions in Shares

As at 31 March 2018, so far was known to any Directors or chief executive of the Company, the following interests of which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly or indirectly interested in 5% or more of the issued capital of the Company, or which were recorded in the register of interests required to be kept under Section 336 of the SFO or have notified to the Company were as follows:

### Long position in Shares:

Substantial shareholder 主要股東	Capacity 身份	Number of shareholding 持股數目	
		Share 股份	Percentage 百分比
Yau Chung Chung 丘忠宗	Beneficial owner 實益擁有人	601,400,000	11.01%
H N Group Limited 浩雅集團有限公司	Beneficial owner 實益擁有人	287,124,000	5.26%

## 主要股東於股份之權益及淡倉

於二零一八年三月三十一日，就本公司任何董事或主要行政人員所知，下列權益根據證券及期貨條例第XV部第2及第3分部須予披露，或被視為直接或間接擁有本公司已發行股本5%或以上，或須記錄於根據證券及期貨條例第336條規定存置之權益登記冊或知會本公司者如下：

### 於股份之好倉：

## DIRECTORS' REPORT 董事會報告

Saved as disclosed above, as at 31 March 2018, no person, other than the Directors of the Company and the chief executive of the Group whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Position in Shares" above, has registered an interest or short position in the share capital, underlying shares and debentures of the Company that was required to be recorded pursuant to Section 336 of the SFO.

### Directors' Rights to Acquire Shares or Debentures

Save as disclosed under the heading "Directors' and Chief Executive's Interests and Short Positions in Shares" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

### Competing Interests

None of the Directors or substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules) has any interest in a business which compete or might compete with the business of the Group.

### Purchase, Sale or Redemption of Listed Securities of the Company

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float of more than 25% of the Company's issued share as required under the GEM listing rules throughout the Year Under Review and up to the date of this report.

除上文所披露者外，於二零一八年三月三十一日，除本公司董事及本集團主要行政人員（其權益載於上文「董事及主要行政人員於股份之權益及淡倉」一節）外，概無任何人士於本公司股本、相關股份及債券中，登記根據證券及期貨條例第336條須予記錄之權益或淡倉。

### 董事收購股份或債券之權利

除上文「董事及主要行政人員於股份之權益及淡倉」所披露者外，任何董事、其各自之配偶或未滿十八歲之子女於年內任何時間概無獲授權利以藉收購本公司之股份或債券而獲益，而彼等亦無行使該等權利；且本公司、其控股公司、或其任何附屬公司或同系附屬公司概無訂立任何安排致使董事可獲得任何其他法人團體之該等權利。

### 競爭性權益

本公司董事、主要股東或其各自之聯繫人士（定義見GEM上市規則）並無在與本集團業務構成競爭或可能構成競爭之業務中擁有任何權益。

### 購買、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於年內購買、贖回或出售本公司任何上市證券。

### 充足公眾持股量

據本公司公開可得之資料及董事於刊發本報告前之最後實際可行日期所知，本公司已按GEM上市規則之規定於本回顧年度期間及直至本報告日期維持超過本公司已發行股份25%之充足公眾持股量。

## Corporate Governance

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report section set out on pages 28 to 45.

## Events after the Reporting Period

Save as disclosed in notes 11 and 15 to the consolidated financial statements, the Group does not have significant events after the reporting period.

## Major Customers and Suppliers

During the year, purchases from the Group's five largest suppliers accounted for 99.90% (2017: 99.78%) of the total purchases for the year and purchases from the largest supplier included therein amounted to 99.78% (2017: 99.69%). Sales to the Group's five largest customers accounted for 70.98% (2017: 73.22%) of the total sales for the year.

None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest suppliers.

## Charitable Donations

Charitable donations made by the Group during the year amounted to approximately HK\$3,796,000 (2017: HK\$2,788,000).

## Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association and there was no restriction against such rights under the laws of the Cayman Islands.

## Audit Committee

The Audit Committee was established on 4 November 2003, and the Company had adopted a revised terms of reference as of 31 March 2016 in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. Details of the role and work performed by the committee are set out in "Corporate Governance Report" in the annual report. The audit committee has reviewed the consolidated financial statements of the Group for the year ended 31 March 2018.

## 企業管治

本公司所採納之主要企業管治常規載於第28至第45頁所載之企業管治報告一節。

## 呈報期後事項

除於綜合財務報表附註11及15所披露者外，本集團於呈報期後概無重大事項。

## 主要客戶及供應商

年內，本集團自其五大供應商之採購佔年內總採購額之99.90%（二零一七年：99.78%），而自當中最大供應商之採購達99.78%（二零一七年：99.69%）。本集團向其五大客戶之銷售佔年內總銷售額之70.98%（二零一七年：73.22%）。

本公司董事、其任何聯繫人士或任何股東（就董事所深知，彼等擁有超過本公司已發行股本之5%）於本集團五大供應商中概無擁有任何實益權益。

## 慈善捐款

本集團於年內撥出之慈善捐款達約3,796,000港元（二零一七年：2,788,000港元）。

## 優先購買權

本公司之組織章程細則並無訂明任何有關優先購買權之條文，而開曼群島法律亦無就該等權利設置任何限制。

## 審核委員會

審核委員會已於二零零三年十一月四日成立，而本公司已根據GEM上市規則第5.28至5.33條，於二零一六年三月三十一日採納經修訂職權範圍。委員會之角色及履行之工作詳情載於年報「企業管治報告」。審核委員會已審閱本集團截至二零一八年三月三十一日止年度之綜合財務報表。

### Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Director on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

### Auditor

Baker Tilly Hong Kong Limited retire and, being eligible offer themselves for reappointment. A resolution for re-appointment of Baker Tilly Hong Kong Limited as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

**Mui Wai Sum**

*Executive Director*

Hong Kong, 25 June 2018

### 有關董事進行證券交易之行為守則

本公司已就董事進行證券交易採納一套條款與載於GEM上市規則第5.48至5.67條之交易必守標準同樣嚴格之行為守則。在向所有董事作出特別查詢後，本公司確定所有董事均已遵守GEM上市規則第5.48至5.67條所載之交易必守標準。

### 核數師

天職香港會計師事務所有限公司任滿告退，但合資格並表示願意應聘連任。應屆股東週年大會上將提呈一項決議案，續聘天職香港會計師事務所有限公司為本公司核數師。

代表董事會

**執行董事**

**梅偉琛**

香港，二零一八年六月二十五日



**BAKER TILLY**  
HONG KONG | 天職香港

**Independent auditor's report to the shareholders of  
Sau San Tong Holdings Limited**

修身堂控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**Opinion**

We have audited the consolidated financial statements of Sau San Tong Holdings Limited and its subsidiaries (together the "Group") set out on pages 70 to 215, which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2018 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

**致修身堂控股有限公司全體股東  
之獨立核數師報告**

*(於開曼群島註冊成立之有限公司)*

**意見**

本核數師(以下簡稱「我們」)已審核第70至第215頁所載修身堂控股有限公司及其附屬公司(統稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一八年三月三十一日之綜合財務狀況表，以及截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，其中包括主要會計政策概要。

我們認為，綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實及公平地反映貴集團於二零一八年三月三十一日之綜合財務狀況，以及截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。



## Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditor’s responsibilities for the audit of the consolidated financial statements” section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## 意見之基礎

我們已根據香港會計師公會頒佈之香港審核準則(「香港審核準則」)進行審核。我們就該等準則所承擔之責任於本報告「核數師就審核綜合財務報表須承擔之責任」中進一步闡述。根據香港會計師公會之專業會計師道德守則(「守則」)，我們獨立於貴集團，而我們已根據守則履行其他道德責任。我們相信所獲得之審核憑證充足並適當地為我們之意見提供基礎。

## 關鍵審核事項

關鍵審核事項是根據我們專業判斷，認為對審核本期綜合財務報表最為重要之事項。該等事項於審核整體綜合財務報表當中處理，就此形成我們之意見，而我們不會就該等事項提出個別意見。

## The Key Audit Matter

### 關鍵審核事項

## How the matter was addressed in our audit

### 我們審核時如何處理事項

### Key judgements relating to impairment testing of goodwill

#### 有關商譽減值測試之關鍵判斷

Refer to notes 2(g), 2(n)(ii) and 13 to the consolidated financial statements

請參閱綜合財務報表附註2(g)、2(n)(ii)及13

As at 31 March 2018, the carrying amount of the Group's goodwill was mainly allocated to two cash-generating units ("CGUs"), namely, the provision of beauty and slimming services in Hong Kong and in the People's Republic of China, which activities arose from the acquisition of I Pro Medical Skin Care Centre Limited and Wealthy Sound Limited and its subsidiaries respectively.

於二零一八年三月三十一日，貴集團商譽之賬面值主要分配至兩組現金產生單位（「現金產生單位」），即於香港及中華人民共和國提供美容及纖體服務，為分別來自收購星悅美容集團有限公司及志聲有限公司及其附屬公司之業務。

The assessment of the recoverability of goodwill is based on the future business prospects and the forecast business performance of two businesses.

商譽之可收回性根據未來業務前景及兩項業務之業務表現預測作出評估。

Our audit procedures in this area included:

我們於此方面之審核程序包括：

- evaluating the assumptions and methodologies used by the management, in particular those relating to the sales growth rate and the Group's pre-tax discount rate;  
評估管理層所使用之假設及方法，尤其是有關銷售增長率及本集團之稅前貼現率；
- assessing and challenging cash flow projections prepared by the management, including an assessment of the historical accuracy of management's estimates and comparing historic actual results to those budgeted so as to assess the quality of management's forecasts and judgements;  
評估及查問管理層所編製之現金流量預測，包括評估管理層過往估計之準確性，以及比較過往實際業績與預算，以評估管理層預測及判斷之質素；

## The Key Audit Matter

### 關鍵審核事項

## How the matter was addressed in our audit

### 我們審核時如何處理事項

#### Key judgements relating to impairment testing of goodwill (Continued)

#### 有關商譽減值測試之關鍵判斷(續)

Refer to notes 2(g), 2(n)(ii) and 13 to the consolidated financial statements (Continued)

請參閱綜合財務報表附註2(g)、2(n)(ii)及13(續)

There is inherent uncertainty involved in forecasting and discounting future cash flows, which are the basis of the assessment of recoverability of goodwill and, accordingly, this is one of the key judgemental areas upon which our audit focused on. There is a risk that the key assumptions, estimates and judgements on which the calculations are based are inappropriate and that goodwill is misstated as a consequence.

商譽之可收回性評估所依據預測及貼現未來現金流量本質上涉及不明朗因素，因此為我們審核時專注之其中一個關鍵判斷範疇。風險在於計算所依據之關鍵假設、估計及判斷可能並不適當，引致錯誤陳述商譽。

- assessing the robustness of the forecasts to changes in assumptions, including sales growth beyond the 2019 detailed forecast, long-term growth rates and discount rates used in the model, to assess appropriateness of the carrying amount of goodwill; and

評估預測對假設變動之穩定性，包括二零一九年詳細預測以外之銷售增長、長期增長率及模式所用貼現率，以評估商譽之賬面值是否適當；及

- assessing the adequacy of the disclosures relating to those assumptions to which the outcome of the impairment test is the most sensitive, that is, those that have the most significant effect on determination of the recoverable amount of goodwill.

評估有關減值測試結果最為敏感之該等假設之披露是否充足，即對釐定商譽可收回金額造成最重大影響之假設。

## The Key Audit Matter

### 關鍵審核事項

#### Impairment of trade and other receivables

#### 有關應收貿易款項及其他應收款項之減值

Refer to notes 2(n)(i), 2(p) and 16 to the consolidated financial statements

請參閱綜合財務報表附註2(n)(i)、2(p)及16

As at 31 March 2018, the Group had trade receivables and other receivables of HK\$323,432,000 and HK\$79,050,000 respectively.

於二零一八年三月三十一日，貴集團之應收貿易款項及其他應收款項分別為323,432,000港元及79,050,000港元。

The determination as to whether the trade and other receivables are collectible involves management's judgement. Specific factors that management considers include the age of the balance, location of customers, existence of disputes, recent historical payment patterns and any other available information concerning the creditworthiness of the counterparty. 釐定應收貿易款項及其他應收款項是否可以收回涉及管理層之判斷。管理層考慮之特定因素包括結餘賬齡、客戶所在地點、存在爭議、近期過往支付模式及任何其他有關交易對手信譽之現有資料。

## How the matter was addressed in our audit

### 我們審核時如何處理事項

Our audit procedures in this area included:

我們於此方面之審核程序包括：

- testing aged balances where no provision was recognised for any indication of impairment. This included verifying whether payments had been received since the end of the reporting period and up to the date of completion of our audit procedures, reviewing historical payment patterns and correspondence with the counterparty relating to expected settlement dates; 測試結餘賬齡，當中並無就減值之任何跡象確認撥備。此舉包括核實是否已自呈報期末起及直至我們審核程序完成當日收取款項、審閱過往支付模式及與交易對手有關預期結算日之往來記錄；
- selecting trade and other receivables balances on a sampling basis where a provision for impairment of trade and other receivables was recognised and understanding the rationale behind management's judgement. In order to evaluate the appropriateness of these judgements we verified whether balances were overdue, examined the counterparties' historical payment patterns and whether any payments had been received since the end of the reporting period and up to the date of completion of our audit procedures; and 選擇應收貿易款項及其他應收款項結餘之樣本基準，當中確認應收貿易款項及其他應收款項之減值撥備，並理解管理層作出判斷背後之理由。為評估該等判斷是否適當，我們核實結餘是否逾期、審查交易對手之過往支付模式以及是否已自呈報期末及直至審核程序完成當日收取任何款項；及

## The Key Audit Matter

### 關鍵審核事項

## How the matter was addressed in our audit

### 我們審核時如何處理事項

#### Impairment of trade and other receivables (Continued)

#### 有關應收貿易款項及其他應收款項之減值(續)

Refer to notes 2(n)(i), 2(p) and 16 to the consolidated financial statements (Continued)

請參閱綜合財務報表附註2(n)(i)、2(p)及16(續)

Management uses this information to determine whether an impairment loss adjustment is required either for a specific transaction or for a counterparty's overall balance. We focused on this area because it requires a high level of management judgement and with regard to the materiality of the amounts involved. 管理層使用此資料，藉以釐定是否須對特定交易或交易對手之整體結餘作出減值虧損調整。我們重視此方面，原因是此方面要求高水平之管理層判斷，以及有關涉及金額重大。

- obtaining corroborative evidence, including correspondence relating to any disputes between the parties involved and efforts by management to recover the amounts outstanding, on the credit status of significant counterparties, where available. 獲得確鑿憑證，包括有關所涉及各方之間任何爭議之函件、管理層收回未償還款項之行動及重大交易對手之信貸狀況(如適用)。

## Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon (the "other information").

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of directors and those charged with governance for the consolidated financial statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## 其他資料

董事須對其他資料負責。其他資料包括年報所載之資料，但不包括綜合財務報表及我們就此發出之核數師報告（「其他資料」）。

我們對綜合財務報表之意見並無涵蓋其他資料，我們亦不就此發表任何形式之鑒證結論。

就審核綜合財務報表而言，我們之責任為閱讀上文所確認之其他資料，從而考慮其他資料是否與綜合財務報表或我們於審核過程中獲悉之情況有重大抵觸，或出現重大錯誤陳述。

倘我們基於已執行之工作斷定其他資料有重大錯誤陳述，則我們須報告有關事實。就此方面，我們並無任何須報告之事項。

## 董事及管治層就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平之反映，並落實其認為編製綜合財務報表所必要之有關內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

於編製綜合財務報表時，董事負責評估貴集團持續經營之能力，並於適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止營運，或別無其他實際之替代方案。

管治層須負責監督貴集團之財務申報過程。



### Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

### 核數師就審核綜合財務報表須承擔之責任

我們之目標為就整體綜合財務報表是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理鑒證，並發出包括我們意見之核數師報告。本報告為僅向整體股東報告，除此以外，本報告不可用作其他用途。我們概不就本報告之內容對任何其他人士負責或承擔任何法律責任。

合理鑒證屬高水平之鑒證，但並非保證按香港審核準則所進行之審核總能發現某一重大錯誤陳述之存在。錯誤陳述可由欺詐或錯誤而引致，倘可能合理預期個別或匯總起來之錯誤陳述將影響該等綜合財務報表使用者就有關財務報表所作出之經濟決定，則被視作重大錯誤陳述。

作為根據香港審核準則進行審核之一部分，我們於審核期間運用專業判斷並保持專業懷疑態度。我們亦：

- 確認並評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計並執行應對該等風險之審核程序，以及獲取充足及適當之審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控，因此未能發現因欺詐而導致重大錯誤陳述之風險較未能發現因錯誤而導致重大錯誤陳述之風險為高。
- 理解與審核相關之內部監控，以設計各類情況適用之審核程序，但目的並非對貴集團內部監控之成效發表意見。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
  - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評估董事所採用之會計政策是否適當以及作出之會計估計及有關披露是否合理。
  - 對董事採用持續經營會計基礎是否適當作出結論，並按所獲之審核憑證，確定是否存在與事件或情況有關之重大不明朗因素，從而可能導致對 貴集團之持續經營能力構成重大疑慮。倘我們總結認為存在重大不明朗因素，則須於核數師報告中提呈使用者垂注綜合財務報表之相關披露，或倘有關披露不足，則修訂意見。我們基於截至核數師報告日期止所取得之審核憑證得出結論。然而，未來事件或狀況可能導致 貴集團不再持續經營。
  - 評估綜合財務報表(包括披露資料)之整體呈列方式、結構及內容，以及綜合財務報表是否以公平呈列方式呈列相關交易及事件。
  - 就 貴集團內實體或業務活動之財務資料獲取充足適當之審核憑證，以對綜合財務報表發表意見。我們負責指導、監督並執行集團審核。我們就審核意見承擔全部責任。

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

我們與管治層進行溝通，內容有關(其中包括)計劃審核範圍及時間以及重大審核發現，包括我們於審核期間所確認之任何內部監控重大缺陷。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditor's report is Tong Wai Hang.

### **Baker Tilly Hong Kong Limited**

*Certified Public Accountants*

Hong Kong, 25 June 2018

### **Tong Wai Hang**

Practising certificate number P06231

我們亦向管治層提交聲明，說明我們已遵守有關獨立性之相關道德規定，並與彼等溝通可能被合理視為影響我們獨立性之所有關係及其他事項，以及於適用情況下之相關防範措施。

就與管治層溝通之事項中，我們釐定對本期間綜合財務報表之審核最為重要之事項，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或於極端罕見之情況下，我們認為於報告中傳達該事項造成之不利後果將合理預期超過其產生之公眾利益，則我們將不會於報告中傳達有關事項。

發出本獨立核數師報告之審核項目董事為湯偉行。

### **天職香港會計師事務所有限公司**

*執業會計師*

香港，二零一八年六月二十五日

### **湯偉行**

執業證書編號 P06231

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS 綜合損益表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>	3	<b>2,607,987</b>	2,228,417
Cost of sales	銷售成本		<b>(2,362,517)</b>	(1,958,591)
<b>Gross profit</b>	<b>毛利</b>		<b>245,470</b>	269,826
Other revenue	其他收益	4	<b>2,796</b>	2,694
Other net income	其他收入淨額	4	<b>3,724</b>	4,328
Selling and distribution costs	銷售及分銷成本		<b>(97,948)</b>	(93,875)
General and administrative expenses	一般及行政開支		<b>(116,783)</b>	(116,120)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>37,259</b>	66,853
Finance costs	融資成本	5(a)	<b>(4,382)</b>	(4,157)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	5	<b>32,877</b>	62,696
Income tax expense	所得稅開支	6	<b>(13,771)</b>	(25,143)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>19,106</b>	37,553
<b>Attributable to:</b>	<b>歸屬於：</b>			
Owners of the Company	本公司擁有人		<b>6,439</b>	26,071
Non-controlling interests	非控股權益		<b>12,667</b>	11,482
			<b>19,106</b>	37,553
			<b>HK cents 港仙</b>	<b>HK cents 港仙</b>
<b>Earnings per share</b>	<b>每股盈利</b>	9		
— Basic and diluted	— 基本及攤薄		<b>0.12</b>	1.24

The notes on pages 79 to 215 form part of the consolidated financial statements.

第79至第215頁之附註構成綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Profit for the year</b>	年內溢利	<b>19,106</b>	37,553
<b>Other comprehensive income/(loss) for the year, net of nil tax</b>	年內其他全面收益／(虧損)， 無稅項之淨額		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
— Exchange difference on translation of financial statements of foreign operations	— 換算海外附屬公司之財務報表所產生之匯兌差額	<b>18,096</b>	(9,669)
<b>Other comprehensive income/(loss) for the year</b>	年內其他全面收益／(虧損)	<b>18,096</b>	(9,669)
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>37,202</b>	27,884
<b>Attributable to:</b>	歸屬於：		
Owners of the Company	本公司擁有人	<b>18,694</b>	19,634
Non-controlling interests	非控股權益	<b>18,508</b>	8,250
		<b>37,202</b>	27,884

The notes on pages 79 to 215 form part of the consolidated financial statements.

第79至第215頁之附註構成綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 March 2018 於二零一八年三月三十一日  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	11	138,853	135,441
Investment property	投資物業	11	8,001	8,001
Intangible assets	無形資產	12	410	1,820
Goodwill	商譽	13	26,480	25,969
Loans receivable	應收貸款	17	40	—
			<b>173,784</b>	<b>171,231</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	14	8,847	9,415
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	15	137,899	139,746
Trade receivables	應收貿易款項	16	323,432	246,444
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	16	129,880	142,721
Loans receivable	應收貸款	17	55,776	59,921
Interest receivables	應收利息	17	411	388
Amounts due from related parties	應收關連人士款項	18	179	1,430
Cash and cash equivalents	現金及現金等值物		496,482	522,045
			<b>1,152,906</b>	<b>1,122,110</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Bank loans	銀行貸款	19	99,976	67,731
Trade payables	應付貿易款項	20	52,983	38,938
Other payables and accrued charges	其他應付款項及應計費用	20	132,702	130,449
Amount due to a director	應付一名董事款項	21	562	20,338
Amounts due to related parties	應付關連人士款項	18	16,246	37,308
Deferred income	遞延收入		16,175	23,189
Current tax payable	應付當期稅項	22(a)	12,859	18,568
Other liabilities	其他負債	25	—	19,237
			<b>331,503</b>	<b>355,758</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>821,403</b>	<b>766,352</b>
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>995,187</b>	<b>937,583</b>



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 March 2018 於二零一八年三月三十一日  
(Expressed in Hong Kong dollars) (以港元呈列)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Deferred tax liabilities	遞延稅項負債	4,163	3,761
<b>NET ASSETS</b>	<b>資產淨額</b>	<b>991,024</b>	933,822
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	109,268	109,268
Reserves	儲備	850,884	812,190
Total equity attributable to owners of the Company	歸屬於本公司擁有人權益總額	960,152	921,458
Non-controlling interests	非控股權益	30,872	12,364
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>991,024</b>	933,822

Approved and authorised for issue by the board of directors on 25 June 2018.

董事會於二零一八年六月二十五日批准及授權刊發。

**Chan Ka Kin**  
陳家健  
Director  
董事

**Mui Wai Sum**  
梅偉琛  
Director  
董事

The notes on pages 79 to 215 form part of the consolidated financial statements.

第79至第215頁之附註構成綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		Attributable to owners of the Company 歸屬於本公司擁有人											
		Share capital	Share premium	Merger reserve	Exchange reserve	Share-based payment reserve	Convertible notes reserve	The PRC statutory surplus reserve	(Accumulated losses)/ retained profits	Other reserve	Total	Non-controlling interests	Total equity
		股本	股份溢價	合併儲備	匯兌儲備	股份付款儲備	可換股票據儲備	中國法定盈餘儲備	其他儲備	保留溢利	合共	非控股權益	權益總額
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	At 1 April 2016	36,422	499,097	(3,637)	5,963	4,170	1,214	11,033	48	(16,403)	537,907	14,876	552,783
	於二零一六年四月一日												
	<b>Changes in equity for 2017:</b>	<b>二零一七年之權益變動:</b>											
	Profit for the year	-	-	-	-	-	-	-	-	26,071	26,071	11,482	37,553
	Other comprehensive loss	-	-	-	(6,437)	-	-	-	-	-	(6,437)	(3,232)	(9,669)
	Total comprehensive income for the year	-	-	-	(6,437)	-	-	-	-	26,071	19,634	8,250	27,884
	Redemption of convertible notes	-	-	-	-	-	(1,214)	-	-	1,214	-	-	-
	Expiration of share options	-	-	-	-	(1,948)	-	-	-	1,948	-	-	-
	Appropriation to the PRC statutory surplus reserve	-	-	-	-	-	-	2,658	-	(2,658)	-	-	-
	Issue of shares	72,846	291,382	-	-	-	-	-	-	-	364,228	-	364,228
	Share issue expenses	-	(11,874)	-	-	-	-	-	-	-	(11,874)	-	(11,874)
	Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(8,453)	(8,453)
	Partial disposal of equity interest in a subsidiary	-	-	-	-	-	-	-	11,563	-	11,563	(2,309)	9,254
		72,846	279,508	-	(6,437)	(1,948)	(1,214)	2,658	11,563	26,575	383,551	(2,512)	381,039
	At 31 March 2017	109,268	778,605	(3,637)	(474)	2,222	-	13,691	11,611	10,172	921,458	12,364	933,822
	於二零一七年三月三十一日												

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		Attributable to owners of the Company 歸屬於本公司擁有人											
		Share capital	Share premium	Merger reserve	Exchange reserve	Share- based payment reserve	Convertible notes reserve	The PRC statutory surplus reserve	(Accumulated losses)/ retained profits	Other reserve	Total	Non- controlling interests	Total equity
		股本	股份溢價	合併儲備	匯兌儲備	股份付款儲備	可換股票據 儲備	中國法定 盈餘儲備	其他儲備	保留溢利 (累計虧損)/	合共	非控股權益	權益總額
Note 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	109,268	778,605	(3,637)	(474)	2,222	-	13,691	11,611	10,172	921,458	12,364	933,822
<b>Changes in equity for 2018: 二零一八年之權益變動:</b>													
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	6,439	6,439	12,667	19,106
Other comprehensive income	其他全面收益	-	-	-	12,255	-	-	-	-	-	12,255	5,841	18,096
Total comprehensive income for the year	年內全面收益總額	-	-	-	12,255	-	-	-	-	6,439	18,694	18,508	37,202
Expiration of other liabilities	其他負債屆滿	-	-	-	-	-	-	-	16,444	3,556	20,000	-	20,000
Appropriation to the PRC statutory surplus reserve	撥付中國法定盈餘儲備	-	-	-	-	-	-	2,994	-	(2,994)	-	-	-
		-	-	-	12,255	-	-	2,994	16,444	7,001	38,694	18,508	57,202
At 31 March 2018	於二零一八年三月三十一日	109,268	778,605	(3,637)	11,781	2,222	-	16,685	28,055	17,173	960,152	30,872	991,024

The notes on pages 79 to 215 form part of the consolidated financial statements.

第79至第215頁之附註構成綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

(Expressed in Hong Kong dollars) (以港元呈列)

	Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>		
Profit before taxation	除稅前溢利	32,877	62,696
Adjustments for:	經以下調整：		
— Net unrealised gains on financial assets at fair value through profit or loss	— 按公平值計入損益之金融資產之未變現收益淨額	3 (20,111)	(26,585)
— Interest income from money lending	— 放債之利息收入	3 (7,779)	(5,947)
— Bank interest income	— 銀行利息收入	4 (2,306)	(1,052)
— Dividend income	— 股息收入	4 (215)	(1,168)
— Other interest income	— 其他利息收入	4 (195)	(389)
— Gain arising from acquisition of a subsidiary	— 收購一間附屬公司所產生之收益	4 —	(1,663)
— Net loss/(gain) on disposal of property, plant and equipment	— 出售物業、機器及設備之虧損/(收益)淨額	4 1,396	(234)
— Finance costs	— 融資成本	5(a) 4,382	4,157
— Amortisation of intangible assets	— 無形資產攤銷	5(c) 1,410	1,956
— Depreciation of property, plant and equipment	— 物業、機器及設備折舊	5(c) 19,793	17,727
— Impairment losses on trade and other receivables, net	— 應收貿易款項及其他應收款項減值虧損淨額	5(c) 2,477	2,892
— Write off of trade receivables	— 撇銷應收貿易款項	5(c) —	352
— Write off of other receivables and amounts due from related parties	— 撇銷其他應收款項及應收關連人士款項	5(c) 4,413	2,807
— Write-down of inventories	— 撇銷存貨	5(c) 553	—
— Net foreign exchange loss/(gain)	— 匯兌虧損/(收益)淨額	1,882	(91)
<b>Operating profit before changes in working capital</b>	<b>營運資金變動前之經營溢利</b>	<b>38,577</b>	<b>55,458</b>
Decrease in inventories	存貨減少	964	529
Decrease/(increase) in financial assets at fair value through profit or loss	按公平值計入損益之金融資產減少/(增加)	21,958	(61,377)
Increase in trade receivables	應收貿易款項增加	(54,268)	(49,773)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	12,407	4,843
Decrease/(increase) in loans receivable	應收貸款減少/(增加)	4,105	(59,921)
Decrease in amounts due from joint ventures	應收合營企業款項減少	—	9,042
Decrease/(increase) in amounts due from related parties	應收關連人士款項減少/(增加)	1,404	(78)
Increase in trade payables	應付貿易款項增加	9,953	1,658
(Decrease)/increase in other payables and accrued charges	其他應付款項及應計費用(減少)/增加	(10,629)	58,113
(Decrease)/increase in deferred income	遞延收入(減少)/增加	(8,124)	2,528
Decrease in amounts due to related parties	應付關連人士款項減少	(25,056)	(6,210)

# CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash used in operations</b>	<b>用於經營業務之現金</b>	<b>(8,709)</b>	(45,188)
PRC Enterprise Income Tax paid	已付中國企業所得稅	<b>(9,680)</b>	(10,062)
HK Profits Tax paid	已付香港利得稅	<b>(9,698)</b>	(717)
Interest received	已收利息	<b>11,003</b>	6,611
Dividend received	已收股息	<b>215</b>	1,168
<b>Net cash used in operating activities</b>	<b>用於經營活動之現金淨額</b>	<b>(16,869)</b>	(48,188)
<b>Investing activities</b>	<b>投資活動</b>		
Net cash inflow from acquisition of subsidiaries	收購附屬公司之現金流入淨額	32	863
Net cash outflow from assets acquisition	資產收購之現金流出淨額	34	(8,000)
Payment for the purchase of property, plant and equipment	購買物業、機器及設備之付款	<b>(8,127)</b>	(70,266)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之所得款項	<b>789</b>	472
<b>Net cash used in investing activities</b>	<b>用於投資活動之現金淨額</b>	<b>(23,258)</b>	(76,931)
<b>Financing activities</b>	<b>融資活動</b>		
Proceeds from new bank loans	新增銀行貸款之所得款項	<b>99,976</b>	169,328
Proceeds from issue of shares, net of expenses	發行股份之所得款項，扣除開支	27	352,354
(Repayment to)/advance from a director	(向一名董事還款)/來自一名董事之墊款	<b>(20,016)</b>	447
Repayment of bank loans	償還銀行貸款	<b>(74,982)</b>	(124,174)
Dividends paid to non-controlling interests	已付非控股權益之股息	—	(8,453)
Interest paid on bank loans	已付銀行貸款之利息	<b>(3,618)</b>	(2,456)
Interest paid on convertible notes	已付可換股票據之利息	—	(400)
Interest paid on broker's overdrafts	已付經紀透支之利息	<b>(1)</b>	(220)
Interest paid on loan due to a director	已付應付一名董事貸款之利息	—	(100)
<b>Net cash generated from financing activities</b>	<b>來自融資活動之現金淨額</b>	<b>1,359</b>	386,326

# CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Note 附註		
(Decrease)/increase in cash and cash equivalents	現金及現金等值物(減少)/增加	(38,768)	261,207
Cash and cash equivalents at 1 April	於四月一日之現金及現金等值物	522,045	263,867
Effect of foreign exchange rate changes	匯率變動之影響	13,205	(3,029)
Cash and cash equivalents at 31 March	於三月三十一日之現金及現金等值物	496,482	522,045

The notes on pages 79 to 215 form part of the consolidated financial statements.

第79至第215頁之附註構成綜合財務報表之一部份。



## 1 Company information

Sau San Tong Holdings Limited (the “Company”) is a company incorporated in the Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law Cap. 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 19 November 2003.

The Company is domiciled in the Cayman Islands and has its registered office and principal place of business at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and 16th Floor, Prosperity Tower, 39 Queen’s Road Central, Central, Hong Kong respectively.

## 2 Significant accounting policies

### (a) Statement of compliance

The consolidated financial statements for year ended 31 March 2018 comprise the Company and its subsidiaries (together the “Group”).

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”).

## 1 公司資料

修身堂控股有限公司(「本公司」)於二零零二年五月二十一日根據開曼群島第22章公司法(一九六一年法例三，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司，而其股份自二零零三年十一月十九日起於香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司以開曼群島為本籍，其註冊辦事處及主要營業地點分別位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港中環皇后大道中39號豐盛創建大廈16樓。

## 2 主要會計政策

### (a) 遵例聲明

截至二零一八年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司(統稱「本集團」)。

該等綜合財務報表已根據所有適用香港財務報告準則(「香港財務報告準則」，此統稱包括香港會計師公會(「香港會計師公會」)頒佈之所有個別適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。該等綜合財務報表亦符合聯交所GEM證券上市規則(「GEM上市規則」)之適用披露條文。

## 2 Significant accounting policies (Continued)

### (a) Statement of compliance (Continued)

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provided information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

### (b) Basis of preparation of the consolidated financial statements

The measurement basis used in the preparation of consolidated financial statements is the historical cost basis except that the financial instruments classified as financial assets at fair value through profit or loss, derivative financial instruments and investment property are stated at their fair values (see notes 2(h), 2(i) and 2(j) respectively).

The preparation of the consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

## 2 主要會計政策(續)

### (a) 遵例聲明(續)

香港會計師公會已頒佈於本集團本會計期間首次生效或可供提早採納之若干新訂及經修訂香港財務報告準則。附註2(c)提供有關初次應用該等版本導致出現任何會計政策變動之資料，以於該等綜合財務報表所反映在本期及過往會計期間與本集團有關之資料為限。

### (b) 綜合財務報表之編製基準

編製綜合財務報表時採用之計量基準為歷史成本基準，惟分類為按公平值計入損益之金融資產之金融工具、衍生金融工具及投資物業則以其公平值列賬(分別見附註2(h)、2(i)及2(j))。

編製符合香港財務報告準則之綜合財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響政策之應用以及資產、負債、收入及開支之呈報金額。該等估計及相關假設根據過往經驗及在不同情況下相信屬合理之多項其他因素而作出，其結果構成對無法從其他來源中容易得出之資產及負債賬面值作出判斷之基準。實際結果可能與該等估計不同。

## 2 Significant accounting policies (Continued)

### (b) Basis of preparation of the consolidated financial statements (Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on these consolidated financial statements and major sources of estimation uncertainty are discussed in note 39.

### (c) Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 40).

## 2 主要會計政策(續)

### (b) 綜合財務報表之編製基準(續)

估計及相關假設會持續檢討。倘會計估計修訂僅影響該期間，則於修訂估計期間確認，或倘修訂影響現時及日後期間，則於修訂之期間及日後期間確認。

管理層於應用對該等綜合財務報表有重大影響之香港財務報告準則時作出之判斷以及估計不明朗因素之主要來源於附註39論述。

### (c) 會計政策之變動

香港會計師公會已頒佈香港財務報告準則於本集團本會計期間首次生效之多項修訂本。該等發展對本集團編製或呈列當期或過往期間業績及財務狀況之方式並無重大影響。

本集團概無採用尚未於本會計期間生效之任何新訂準則或詮釋(見附註40)。

## 2 Significant accounting policies (Continued)

### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

## 2 主要會計政策(續)

### (d) 附屬公司及非控股權益

附屬公司為本集團控制之實體。當本集團自其對實體之參與而享有或有權獲得可變回報，並透過其對實體之權力而有能力影響該等回報時，則本集團控制該實體。於評估本集團是否擁有權力時，僅會考慮實際權力(由本集團及其他人士持有)。

於一間附屬公司之投資由持有控制權開始起綜合計入綜合財務報表，直至控制權終止當日為止。集團內公司間之結餘、交易及現金流量，以及集團內公司間之交易所產生之任何未變現溢利，於編製綜合財務報表時全面對銷。集團內公司間之交易所產生之未變現虧損按與未變現收益相同之方式對銷，惟僅限於並無減值證據之情況。

非控股權益指並非直接或間接歸屬於本公司之附屬公司權益，而本集團並無就此與該等權益之持有人協定任何額外條款，致使本集團整體就該等符合金融負債定義之權益負有合約責任。就每項合併而言，本集團可選擇以公平值或以非控股權益按比例應佔附屬公司可確認資產淨額之份額計量任何非控股權益。

## 2 Significant accounting policies (Continued)

### (d) Subsidiaries and non-controlling interests (Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary with a resulting gain or loss being recognised in profit or loss.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(n)(ii)).

## 2 主要會計政策(續)

### (d) 附屬公司及非控股權益(續)

非控股權益於綜合財務狀況表之權益項下呈列，與歸屬於本公司擁有人之權益分開呈列。本集團業績內之非控股權益在綜合損益表以及綜合損益及其他全面收益表內列作非控股權益與本公司擁有人之間年內損益總額及全面收益總額之分配。

本集團於附屬公司之權益不會導致喪失控制權之變動入賬列為權益交易，而綜合權益內之控股權益及非控股權益金額會進行調整，以反映相應權益變動，惟並無對商譽進行調整，亦無確認收益或虧損。

當本集團喪失對附屬公司之控制權，將會入賬列為出售於該公司之全部權益，其產生之收益或虧損於損益中確認。

在本公司之財務狀況表，於附屬公司之投資按成本減去減值虧損列賬(見附註2(n)(ii))。

## 2 Significant accounting policies (Continued)

### (e) Joint ventures

A joint venture is an arrangement whereby the Group or the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 2(g) and 2(n)(i)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the joint venture.

## 2 主要會計政策(續)

### (e) 合營企業

合營企業為一項安排，據此，本集團或本公司與其他方訂約同意分享該安排之控制權，並有權享有該安排之資產淨額。

於合營企業之投資按權益法於綜合財務報表入賬。根據權益法，投資初步按成本列賬，並就本集團應佔被投資公司可確認資產淨額之收購日公平值較投資成本(如有)超出之任何差額作出調整。其後，該投資就本集團應佔被投資公司資產淨額之收購後變動，以及與該投資有關之任何減值虧損作出調整(見附註2(g)及2(n)(i))。任何收購日超出成本之差額、本集團應佔被投資公司之收購後除稅後業績及年內任何減值虧損於綜合損益表中確認，而本集團應佔被投資公司其他全面收益之收購後除稅後項目則於綜合損益及其他全面收益表中確認。

當本集團應佔虧損超過其於合營企業之權益時，本集團之權益會減至零，並終止確認進一步虧損，惟倘本集團已代表合營企業產生法定或推定責任或作出付款則除外。就此而言，本集團之權益為以權益法入賬之投資賬面值連同實質上構成本集團於合營企業之淨投資一部分之本集團長期權益。



## 2 Significant accounting policies (Continued)

### (e) Joint ventures (Continued)

Unrealised profits and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

### (f) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

If the business combination is achieved in stages, the acquisition-date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12, Income taxes, and HKAS 19, Employee benefits, respectively;

## 2 主要會計政策(續)

### (e) 合營企業(續)

本集團與其合營企業進行交易所產生之未變現損益以本集團於被投資公司之權益為限進行對銷，惟倘未變現虧損提供證據顯示所轉讓資產出現減值則除外，在該情況下，該等虧損即時於損益中確認。

### (f) 業務合併

業務收購採用收購法入賬。業務合併轉讓之代價按公平值計量，計算為本集團轉讓之資產、本集團對被收購方先前擁有人產生之負債及本集團為換取被收購方之控制權而發行之股本權益之收購日公平值總和。收購相關成本於產生時在損益中確認。

倘業務合併分階段進行，收購方先前在被收購方所持股本權益之收購日賬面值按收購日之公平值重新計量，重新計量產生之任何收益或虧損於損益中確認。

於收購日，所收購可確認資產及所承擔負債按其公平值確認，惟以下各項除外：

- 遞延稅項資產或負債以及有關僱員福利安排之資產或負債分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；

## 2 Significant accounting policies (Continued)

### (f) Business combinations (Continued)

- liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with HKFRS 2, Share-based payment; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5, Non-current assets held for sale and discontinued operations, are measured in accordance with that standard.

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of the Group's previously held interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured at the acquisition date.

When (ii) is greater than (i), then its excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Non-controlling interests may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

## 2 主要會計政策(續)

### (f) 業務合併(續)

- 由本集團重置被收購方之股份付款報酬有關之負債或股本工具根據香港財務報告準則第2號股份付款計量；及
- 根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之資產(或出售組合)根據該準則計量。

商譽指以下兩者之差額：

- (i) 所轉讓代價之公平值、於被收購方之任何非控股權益金額及本集團過往於被收購方所持有權益之收購日公平值之總額；減
- (ii) 被收購方可確認資產及負債於收購日計量之公平淨值。

當(ii)高於(i)時，則其差額即時於損益中確認為議價購買之收益。

非控股權益可初步以公平值或以非控股權益按比例應佔被收購方可確認資產淨值之公平值之份額計量。計量基準按逐項交易基準進行選擇。

## 2 Significant accounting policies (Continued)

### (g) Goodwill

Goodwill arising on an acquisition of a business is carried at cost established at the date of acquisition of the business (see note 2(f)) less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(n)(ii)).

### (h) Financial assets at fair value through profit or loss

Investments in equity securities held-for-trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss.

Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

### (i) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

## 2 主要會計政策(續)

### (g) 商譽

收購業務所產生之商譽按於收購業務當日確定之成本(見附註2(f))減累計減值虧損列賬。業務合併所產生之商譽獲分配至各現金產生單位或現金產生單位組別(預期將從合併之協同效應中獲益)，並每年作減值測試(見附註2(n)(ii))。

### (h) 按公平值計入損益之金融資產

持作買賣之股本證券投資分類為流動資產。任何應計交易成本於產生時在損益中確認。公平值於各呈報期末重新計量，而所產生之任何收益或虧損於損益中確認。

投資於本集團承諾購買／出售該等投資當日或到期日確認／終止確認。

### (i) 衍生金融工具

衍生金融工具初步按公平值確認。公平值於各呈報期末重新計量。重新計量公平值之收益或虧損即時於損益中確認。

## 2 Significant accounting policies (Continued)

### (j) Investment property

Investment property is a building which is owned or held under a leasehold interest (see note 2(m)) to earn rental income and/or for capital appreciation.

Investment property is stated at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss.

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 2(m)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 2(m).

### (k) Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(n)(ii)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2(ab)).

## 2 主要會計政策(續)

### (j) 投資物業

投資物業指為賺取租金收入及／或為資本增值而擁有或以租賃權益持有之樓宇(見附註2(m))。

投資物業按公平值列賬。投資物業之公平值變動或報廢或出售所產生之任何收益或虧損均於損益中確認。

當本集團以經營租賃持有物業權益以賺取租金收入及／或為資本增值，則有關權益將按逐項物業基準分類並入賬列為投資物業。分類為投資物業之任何有關物業權益之入賬方式與以融資租賃持有(見附註2(m))之權益相同，而其適用之會計政策亦與以融資租賃出租之其他投資物業相同。租賃付款之入賬方式載於附註2(m)。

### (k) 物業、機器及設備

物業、機器及設備按成本減累計折舊及減值虧損列賬(見附註2(n)(ii))。

自建物業、機器及設備項目之成本包括材料成本、直接勞工成本、最初預計(如相關)拆卸及移送機件與修復該機件所在工地而牽涉之成本，以及按適當比例計算之間接生產成本及借貸成本(見附註2(ab))。

2 Significant accounting policies (Continued)

(k) Property, plant and equipment (Continued)

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the estimated net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment (except for construction in progress), less their estimated residual value, if any, using the straight line method over their estimated useful lives at the following annual rates:

Land and buildings	Over the unexpired term of lease
Machinery	10.0% – 33.3%
Furniture and fixtures	10.0% – 33.3%
Office and computer equipment	10.0% – 33.3%
Leasehold improvements	20.0% or over the remaining terms of leases (whichever is shorter)
Motor vehicles	20.0% – 33.3%

No provision for depreciation is made on construction in progress until such time when the relevant assets are completed and put into use. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Both the useful life of an asset and its residual value, if any, are reviewed annually.

2 主要會計政策(續)

(k) 物業、機器及設備(續)

報廢或出售物業、機器及設備項目所產生之收益或虧損以估計出售所得款項淨額與項目賬面值兩者之差額釐定，並於報廢或出售當日於損益中確認。

折舊於物業、機器及設備(在建工程除外)項目之估計可使用年期按直線法以下列年率減去其估計剩餘價值(如有)撇減其成本計算：

土地及樓宇	按未屆滿租期
機器	10.0% – 33.3%
傢俬及固定裝置	10.0% – 33.3%
辦公室及電腦設備	10.0% – 33.3%
租賃物業裝修	20.0% 或按餘下租期(以較短者為準)
汽車	20.0% – 33.3%

在建工程直至有關資產完成及使用前，毋須計提折舊。在建工程於竣工及可使用後重新分類為適當類別之物業、機器及設備。

資產可使用年期及其剩餘價值(如有)均會每年進行審閱。

## 2 Significant accounting policies (Continued)

### (l) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable. Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 2(n)(ii)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets is charged to profit or loss on a straight-line basis over the assets' estimated useful life of 5 years.

Both the period and method of amortisation are reviewed annually.

### (m) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 2(j)); and

## 2 主要會計政策(續)

### (l) 無形資產(商譽除外)

研究活動之開支於產生期間確認為開支。倘產品或程序於技術及商業上均為可行，且本集團有充足資源並有意完成開發，則將開發活動開支予以資本化。資本化之開支包括材料成本、直接勞工成本，以及適當比例之間接及借貸成本(如適用)。資本化開發成本按成本減累計攤銷及減值虧損列賬(見附註2(n)(ii))。其他開發開支於產生期間確認為開支。

無形資產之攤銷按資產之估計可使用年期5年以直線法自損益扣除。

攤銷期及方法均會每年進行檢討。

### (m) 已租賃資產

倘本集團釐定安排(由一宗交易或一系列交易組成)具有在商定期限內通過支付一筆或一系列款項而使用某一特定資產或多項資產之權利，則該安排為租賃或包括租賃。有關釐定經評估安排之內容後作出，而無論安排是否具備租賃之法律形式，惟以下情況除外：

- 以經營租賃持有但於其他方面均符合投資物業定義之物業會按照逐項物業基準分類為投資物業，而倘分類為投資物業，則其入賬方式會與以融資租賃持有之物業相同(見附註2(j))；及



## 2 Significant accounting policies (Continued)

### (m) Leased assets (Continued)

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

#### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

#### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

## 2 主要會計政策(續)

### (m) 已租賃資產(續)

- 以經營租賃持作自用，惟其公平值無法與租賃開始時建於其上之樓宇之公平值分開計量之土地，按以融資租賃持有之方式入賬，惟同時明確以經營租賃持有之樓宇除外。就此而言，租賃開始時間指本集團首次訂立租約時，或自前承租人接收該樓宇時。

#### (i) 出租予本集團之資產分類

本集團根據租賃持有而有關租賃將擁有權之絕大部分風險及回報轉讓予本集團之資產分類為根據融資租賃持有。並無將擁有權之絕大部分風險及回報轉讓予本集團之租賃則分類為經營租賃。

#### (ii) 經營租賃費用

倘本集團擁有根據經營租賃持有之資產之使用權，則根據租賃作出之付款會在租期所涵蓋之會計期間內，分期以等額自損益扣除，惟倘有其他基準更能反映已租賃資產所產生之收益模式則除外。已收租賃獎勵於損益中確認為所作出淨租賃付款總額之其中部分。或然租金於產生之會計期間自損益扣除。

## 2 Significant accounting policies (Continued)

### (m) Leased assets (Continued)

#### (ii) Operating lease charges (Continued)

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 2(j)).

### (n) Impairment of assets

#### (i) Impairment of investments in equity securities and other receivables

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor or borrower;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- the Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- it becoming probable that the debtor or borrower will enter bankruptcy or other financial reorganisation;

## 2 主要會計政策(續)

### (m) 已租賃資產(續)

#### (ii) 經營租賃費用(續)

以經營租賃持有土地之收購成本於租期內以直線法攤銷，惟分類為投資物業之物業除外(見附註2(j))。

### (n) 資產減值

#### (i) 於股本證券之投資及其他應收款項之減值

按成本或攤銷成本列賬之於股本證券之投資及其他流動及非流動應收款項於各呈報期末進行檢討，以確定是否存在客觀減值憑證。客觀減值憑證包括本集團注意到有關以下一項或多項虧損事件之可觀察數據：

- 債務人或借款人有嚴重財務困難；
- 違反合約，如未能繳付或拖欠利息或本金；
- 本集團基於與借款人之財務困難有關之經濟或法律原因，向借款人提供放款人不會考慮之其他優惠；
- 債務人或借款人可能破產或進行其他財務重組；

## 2 Significant accounting policies (Continued)

### (n) Impairment of assets (Continued)

#### (i) Impairment of investments in equity securities and other receivables (Continued)

- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor or borrower;
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:
  - (1) adverse changes in the payment status of borrowers in the portfolio; and
  - (2) national or local economic conditions that correlate with defaults on the assets in the portfolio; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

## 2 主要會計政策(續)

### (n) 資產減值(續)

#### (i) 於股本證券之投資及其他應收款項之減值(續)

- 科技、市場、經濟或法律環境有重大改變而對債務人或借款人有不利影響；
- 可觀察數據顯示自從初步確認某組財務資產後，該等資產之估計未來現金流量有可計量減幅，儘管該減幅尚未能於該組別之個別金融資產內確定，有關資料包括：
  - (1) 該組別借款人還款狀況之不利變動；及
  - (2) 與該組別資產逾期還款相關之全國或地方經濟狀況；及
- 於股本工具之投資之公平值大幅或長期跌至低於其成本。

## 2 Significant accounting policies (Continued)

### (n) Impairment of assets (Continued)

#### (i) Impairment of investments in equity securities and other receivables (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in joint ventures recognised using the equity method (see note 2(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2(n)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(n)(ii).
- For trade, loans and other current receivables, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

## 2 主要會計政策(續)

### (n) 資產減值(續)

#### (i) 於股本證券之投資及其他應收款項之減值(續)

倘有任何該等憑證存在，則會按以下方式釐定及確認任何減值虧損：

- 就採用權益法確認之於合營企業之投資而言(見附註2(e))，減值虧損根據附註2(n)(ii)透過將投資之可收回金額與其賬面值比較計量。倘用以根據附註2(n)(ii)釐定可收回金額之估計出現有利變動，則會撥回減值虧損。
- 就應收貿易款項、應收貸款及其他流動應收款項而言，減值虧損按資產賬面值與估計未來現金流量現值兩者之差額計量，倘貼現之影響屬重大，則以金融資產之原有實際利率(即初步確認該等資產時計算之實際利率)貼現估計未來現金流量現值。倘該等金融資產具有類似風險特徵(例如類似逾期情況)及並未獲單獨評估為減值，則此評估會集體進行。集體評估減值之金融資產之未來現金流量根據與集體組別具有類似信貸風險特徵之資產之過往虧損經驗釐定。

## 2 Significant accounting policies (Continued)

### (n) Impairment of assets (Continued)

#### (i) Impairment of investments in equity securities and other receivables (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:  
(Continued)

— (Continued)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade, loans and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

## 2 主要會計政策(續)

### (n) 資產減值(續)

#### (i) 於股本證券之投資及其他應收款項之減值(續)

倘有任何該等憑證存在，則會按以下方式釐定及確認任何減值虧損：(續)

— (續)

倘減值虧損金額在其後期間減少，而該減幅可客觀地與確認減值虧損後發生之事件聯繫，則減值虧損會於損益撥回。減值虧損撥回不得導致資產之賬面值超過於過往年度並無確認減值虧損而原應釐定之賬面值。

減值虧損直接與相應資產進行撇銷，惟就可收回性被視為可疑但並非極低之應收貿易款項、應收貸款及其他應收款項所確認之減值虧損則除外。在此情況下，呆賬之減值虧損使用撥備賬記賬。當本集團信納可收回性極低時，被視為不可收回之金額直接與應收貿易款項及其他應收款項進行撇銷，而任何於撥備賬內持有與該債務有關之金額則會撥回。其後收回先前自撥備賬扣除之金額會在撥備賬撥回。撥備賬之其他變動及其後收回先前直接撇銷之金額於損益中確認。

## 2 Significant accounting policies (Continued)

### (n) Impairment of assets (Continued)

#### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

## 2 主要會計政策(續)

### (n) 資產減值(續)

#### (ii) 其他資產之減值

內部及外部資料來源於各呈報期末進行檢討，以確定是否有跡象顯示以下資產可能出現減值或(倘屬商譽則除外)先前確認之減值虧損不再存在或可能有所減少：

- 物業、機器及設備；
- 無形資產；
- 商譽；及
- 本公司財務狀況表中於附屬公司之投資。

倘出現任何該等跡象，即估計資產之可收回金額。此外，就商譽而言，每年會估計可收回金額以釐定是否有任何減值跡象。



## 2 Significant accounting policies (Continued)

### (n) Impairment of assets (Continued)

#### (ii) Impairment of other assets (Continued)

##### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

##### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

## 2 主要會計政策(續)

### (n) 資產減值(續)

#### (ii) 其他資產之減值(續)

##### — 計算可收回金額

資產之可收回金額為其公平值減出售成本與使用價值兩者之較高者。在評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，該貼現率反映目前市場對貨幣時間價值及該資產特有風險之評估。倘資產並非完全獨立於其他資產產生現金流入，則可收回金額按獨立產生現金流入之最小資產組別(即現金產生單位)而釐定。

##### — 確認減值虧損

倘資產(或其所屬之現金產生單位)之賬面值高於其可收回金額，則於損益中確認減值虧損。就現金產生單位確認之減值虧損會作出分配，首先減少已分配至該現金產生單位(或該組單位)之任何商譽之賬面值，然後按比例減少該單位(或該組單位)之其他資產之賬面值，惟資產之賬面值不得減至低於其個別公平值減出售成本(如能計量)或使用價值(如能釐定)。

## 2 Significant accounting policies (Continued)

### (n) Impairment of assets (Continued)

#### (ii) Impairment of other assets (Continued)

##### — Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

### (o) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in-first-out formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

## 2 主要會計政策(續)

### (n) 資產減值(續)

#### (ii) 其他資產之減值(續)

##### — 減值虧損撥回

就商譽以外之資產而言，倘用以釐定可收回金額之估計出現有利變動，則會撥回減值虧損。商譽之減值虧損不得撥回。

減值虧損之撥回僅限於過往年度並無確認任何減值虧損而原應釐定之資產賬面值。減值虧損之撥回於確認撥回之年度自損益扣除。

### (o) 存貨

存貨按成本與可變現淨值兩者之較低者列賬。

成本按先入先出公式計算，並包括所有購買成本、轉換成本及使存貨移至現有位置及狀況所產生之其他成本。

可變現淨值指日常業務過程中之估計售價減估計完成成本及作出銷售所需之估計成本。

## 2 Significant accounting policies (Continued)

### (o) Inventories (Continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (p) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 2(n)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

### (q) Loans receivable

Loans receivable are loans granted to customers in the ordinary course of business. If collection of loans receivable is expected in one year or less, they are classified as current assets, or if not, they are presented as non-current assets.

Loans receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment (see note 2(n)(i)).

## 2 主要會計政策(續)

### (o) 存貨(續)

當出售存貨時，該等存貨之賬面值於確認有關收益期間確認為開支。任何撇減存貨至可變現淨值之金額及存貨之所有虧損於撇減或產生虧損之期間確認為開支。任何撇減存貨之任何撥回金額於撥回期間確認為確認為開支之存貨金額減幅。

### (p) 應收貿易款項及其他應收款項

應收貿易款項及其他應收款項初步以公平值確認，其後以實際利率法按攤銷成本減呆賬減值撥備列賬(見附註2(n)(i))，除非應收款項屬向關連人士作出而並無任何固定還款期或貼現影響不大之免息貸款。在該等情況下，應收款項按成本減呆賬減值撥備列賬。

### (q) 應收貸款

應收貸款為於日常業務過程中授予客戶之貸款。倘應收貸款預計於一年或以內收回，則分類為流動資產，否則呈列為非流動資產。

應收貸款初步以公平值確認，其後以實際利率法按攤銷成本扣除減值撥備計量(見附註2(n)(i))。

2 Significant accounting policies (Continued)

(r) Interest receivables

Interest receivables are interests derived from loans granted to borrowers in the ordinary course of business. If collection of interest receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Interest receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment (see note 2(n)(i)).

(s) Convertible notes

Convertible notes that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition the liability component of the convertible notes is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognised as the liability component is recognised as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

2 主要會計政策(續)

(r) 應收利息

應收利息為於日常業務過程中授予借款人之貸款所產生之利息。倘應收利息預計於一年或以內收回，則分類為流動資產，否則呈列為非流動資產。

應收利息初步以公平值確認，其後以實際利率法按攤銷成本扣除減值撥備計量(見附註2(n)(i))。

(s) 可換股票據

可按持有人選擇權轉換為權益股本之可換股票據，倘轉換時將發行之股份數目及當時將收取之代價價值並無出入，則入賬列為包括負債部分及權益部分之複合金融工具。

於初步確認時，可換股票據之負債部分按未來利息及本金還款以初步確認時並無轉換權之類似負債所適用之市場利率貼現之現值計量。所得款項超過初步確認為負債部分金額兩者之任何差額確認為權益部分。有關發行複合金融工具之交易成本按所得款項分配之比例分配至負債及權益部分。

## 2 Significant accounting policies (Continued)

### (s) Convertible notes (Continued)

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the convertible notes reserve until either the note is converted or redeemed.

If the note is converted, the convertible notes reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the convertible notes reserve is released directly to retained profits.

### (t) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

### (u) Trade and other payables

Trade and other payables are initially recognised at fair value. Trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

## 2 主要會計政策(續)

### (s) 可換股票據(續)

負債部分其後按攤銷成本列賬。就負債部分於損益中確認之利息開支使用實際利率法計算。權益部分會於可換股票據儲備確認，直至票據獲轉換或贖回為止。

倘票據獲轉換，可換股票據儲備連同負債部分於轉換時之賬面值轉入股本及股份溢價，作為已發行股份之代價。倘票據獲贖回，則可換股票據儲備將直接解除至保留溢利。

### (t) 附息借貸

附息借貸初步按公平值減應佔交易成本確認。於初步確認後，附息借貸按攤銷成本列賬，而初步確認金額與贖回價值兩者之任何差額連同任何應付利息及費用，採用實際利率法在借貸期間於損益中確認。

### (u) 應付貿易款項及其他應付款項

應付貿易款項及其他應付款項初步按公平值確認。應付貿易款項及其他應付款項其後按攤銷成本列賬，除非貼現之影響不大，則在該情況下按成本列賬。

## 2 Significant accounting policies (Continued)

### (v) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and deposits with banks and securities brokers that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Overdrafts with banks and securities brokers that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

### (w) Employee benefits

#### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group operates a mandatory provident fund scheme in Hong Kong and defined contribution government pension schemes in the People's Republic of China (the "PRC").

Contributions to mandatory provident fund as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are recognised as an expense in profit or loss as incurred.

## 2 主要會計政策(續)

### (v) 現金及現金等值物

現金及現金等值物包括銀行及手頭現金以及銀行及證券經紀存款，該等項目可隨時兌換為已知數額之現金，且其價值變動風險不大及自取得起三個月內到期。

就編製綜合現金流量表而言，現金及現金等值物亦包括須按要求償還，並構成本集團現金管理一部份的銀行及證券經紀透支。

### (w) 僱員福利

#### (i) 短期僱員福利及界定供款退休計劃之供款

薪金、年度花紅、有薪年假、界定供款退休計劃之供款及非貨幣福利之成本於僱員提供相關服務之年度內累計。倘遞延付款或結算而其影響重大，則該等款項按現值列賬。

本集團於香港設有強制性公積金計劃，並於中華人民共和國（「中國」）設有界定供款政府退休金計劃。

根據香港強制性公積金計劃條例規定向強制性公積金作出之供款於產生時在損益中確認為開支。



## 2 Significant accounting policies (Continued)

### (w) Employee benefits (Continued)

#### (i) Short term employee benefits and contributions to defined contribution retirement plans (Continued)

The employees in the PRC are members of the retirement benefit scheme organised by the government in the PRC. The Group is required to contribute, based on a certain percentage of payroll, to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme. Contributions to this retirement benefit scheme are recognised as an expense in profit or loss as incurred except to the extent that they are included in the cost of inventories at the end of the reporting period.

#### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share-based payment reserve within equity.

The Company operates a share option scheme under which the Group receives services or goods from its directors, employees and other eligible participants as consideration for share options of the Company. The fair value is measured at grant date using the Binomial Lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

## 2 主要會計政策(續)

### (w) 僱員福利(續)

#### (i) 短期僱員福利及界定供款退休計劃之供款(續)

於中國之僱員為中國政府所營辦退休福利計劃之成員。本集團須按薪資之若干百分比向退休福利計劃作出供款，為福利提供資金。本集團有關退休福利計劃之唯一責任是根據計劃作出所需供款。向此退休福利計劃作出之供款於產生時在損益中確認為開支，惟以於呈報期末已計入存貨成本者為限。

#### (ii) 股份付款

向僱員授出之購股權之公平值確認為僱員成本，而權益內之股份付款儲備會有相應增幅。

本公司設有購股權計劃，據此，本集團向董事、僱員及其他合資格參與者獲取服務或貨品，作為本公司購股權之代價。公平值於授出日期以二項式點陣模式計量，當中考慮授出購股權時之條款及條件。倘僱員須符合歸屬條件方能無條件取得購股權，購股權之估計公平值總額將於歸屬期間攤分，當中考慮購股權將予歸屬之可能性。

2 Significant accounting policies (Continued)

(w) Employee benefits (Continued)

(ii) Share-based payments (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based payment reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based payment reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based payment reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(x) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

2 主要會計政策(續)

(w) 僱員福利(續)

(ii) 股份付款(續)

於歸屬期間，預期歸屬之購股權數目將獲審核。對於過往年度確認之累計公平值作出之任何調整，會自回顧年度之損益扣除／計入，除非原有僱員開支合資格確認為資產，而股份付款儲備會有相應調整。於歸屬日，確認為開支之金額會進行調整，以反映歸屬之購股權實際數目(而股份付款儲備會有相應調整)，惟倘僅因未有達成與本公司股份市價相關之歸屬條件而沒收者除外。權益金額會於股份付款儲備中確認，直至購股權獲行使(當轉入股份溢價賬時)或購股權屆滿(當直接解除至保留溢利)為止。

(x) 所得稅

年內所得稅包括當期稅項以及遞延稅項資產及負債變動。當期稅項以及遞延稅項資產及負債變動於損益中確認，惟倘與其他全面收益中確認或直接於權益中確認之項目有關，則在該情況下，有關稅額分別於其他全面收益或直接於權益中確認。

當期稅項為根據年內應課稅收入採用於呈報期末已頒佈或大致上已頒佈之稅率計算之預期應付稅項，以及就過往年度之應付稅項作出之任何調整。

## 2 Significant accounting policies (Continued)

### (x) Income tax (Continued)

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

## 2 主要會計政策(續)

### (x) 所得稅(續)

遞延稅項資產及負債分別來自可扣稅及應課稅暫時差額，即作財務申報用途之資產及負債賬面值與其稅基兩者之差額。遞延稅項資產亦來自未動用稅項虧損及未動用稅項抵免。

除若干有限例外情況外，所有遞延稅項負債及所有遞延稅項資產(倘可能有未來應課稅溢利以供抵銷資產)會獲確認。可支持確認可扣稅暫時差額所產生之遞延稅項資產之未來應課稅溢利包括因撥回現有應課稅暫時差額所產生者，惟該等差額必須與同一稅務機關及同一應課稅實體有關，並預期會在預期撥回可扣稅暫時差額之同一期間或遞延稅項資產所產生之稅項虧損可向前期或後期結轉之期間撥回。在釐定現有應課稅暫時差額是否支持確認未動用稅項虧損及抵免所產生之遞延稅項資產時，會採用同一準則，即倘該等差額與同一稅務機關及同一應課稅實體有關，並預期會在可動用稅項虧損或抵免之一個或多個期間撥回，則會計及有關差額。

2 Significant accounting policies (Continued)

(x) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment property is carried at its fair value in accordance with the accounting policy set out in note 2(j), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

2 主要會計政策(續)

(x) 所得稅(續)

確認遞延稅項資產及負債之有限例外情況為不可扣稅商譽產生之該等暫時差額、初步確認並不影響會計或應課稅溢利之資產或負債(前提是並非業務合併之一部分)，以及與於附屬公司之投資有關之暫時差額，就應課稅差額而言，僅限於本集團控制撥回時間，且不大可能在可見將來撥回差額，而就可扣稅差額而言，則僅限於可能在將來撥回差額。

倘投資物業按附註2(j)所載之會計政策以其公平值列賬，已確認遞延稅項金額以於呈報日按賬面值出售該等資產所適用之稅率計量，惟該物業可予折舊，並按旨在於一段時間內耗用該物業所含絕大部分經濟利益之業務模式(而非透過出售)持有者除外。在所有其他情況下，已確認遞延稅項金額根據預期變現或清償有關資產及負債賬面值之方式，採用於呈報期末已頒佈或大致上已頒佈之稅率計量。遞延稅項資產及負債不得貼現。

遞延稅項資產之賬面值於各呈報期末進行檢討，倘不再可能有充足應課稅溢利以供動用有關稅項利益，有關賬面值則會減少。任何有關減幅在可能有充足應課稅溢利時撥回。

## 2 Significant accounting policies (Continued)

### (x) Income tax (Continued)

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

## 2 主要會計政策(續)

### (x) 所得稅(續)

分派股息所產生之額外所得稅於確認支付有關股息之負債時確認。

當期稅項結餘及遞延稅項結餘以及當中變動各自分開呈列及不會互相抵銷。倘本集團有合法強制執行權利以當期稅項資產抵銷當期稅項負債，並符合以下附帶條件，當期稅項資產及遞延稅項資產方會分別抵銷當期稅項負債及遞延稅項負債：

- 就當期稅項資產及負債而言，本集團計劃按淨額基準結算，或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，倘該等資產及負債與同一稅務機關就以下其中一項徵收之所得稅有關：
  - 同一應課稅實體；或
  - 不同應課稅實體，而該等實體在預期有大額遞延稅項負債或資產進行清償或收回之每個未來期間，計劃按淨額基準變現當期稅項資產及清償當期稅項負債，或同時進行變現及清償。

## 2 Significant accounting policies (Continued)

### (y) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## 2 主要會計政策(續)

### (y) 撥備及或然負債

當本集團有因過去事件而引起之法律或推定責任，而清償該責任很大可能需要流出經濟利益並能作出可靠估計時，會對時間或金額不明之負債確認撥備。倘貨幣之時間價值屬重大，則撥備會以預期清償責任之開支現值列賬。

倘很可能毋須流出經濟利益，或不能可靠地估計金額，該責任會披露為或然負債，除非流出經濟利益之可能性微乎其微。僅會在一項或多項未來事件出現或沒有出現後方可確認存在之可能出現之責任，亦會披露為或然負債，除非流出經濟利益之可能性微乎其微。



## 2 Significant accounting policies (Continued)

### (z) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

#### (i) Sale of goods

Revenue from the distribution sale of cosmetic and skin care products and the sale of health, beauty and related products is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

#### (ii) Revenue from the provision of beauty and slimming services

Revenue from the provision of beauty and slimming services is recognised in profit or loss in proportion to the stage of completion of the service contract. Revenue is also recognised in profit or loss in respect of the deferred income upon expiry of the service contract.

#### (iii) Franchise fees income

Franchise fees income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

## 2 主要會計政策(續)

### (z) 收益確認

收益按已收或應收代價之公平值計量。倘經濟利益很大可能流入本集團，而收益及成本(如適用)能可靠地計量時，則收益於損益中確認如下：

#### (i) 銷售貨品

來自分銷銷售化妝及護膚產品及銷售保健、美容及相關產品之收益於貨品付運至客戶之物業時(即被視為客戶已接納貨品及擁有權之相關風險及回報之時)確認。收益不包括增值稅或其他銷售稅，並已扣減任何貿易折扣。

#### (ii) 來自提供美容及纖體服務之收益

來自提供美容及纖體服務之收益按服務合約之完成階段比例於損益中確認。收益亦於服務合約屆滿時就遞延收入於損益中確認。

#### (iii) 加盟合作費收入

加盟合作費收入根據相關協議之內容按累計基準確認。

2 Significant accounting policies (Continued)

(z) Revenue recognition (Continued)

(iv) Interest income

Interest income is recognised as it accrues using the effective interest method. When a loan and interest receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognised using the original effective interest rate.

(v) Dividend income

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(vi) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

2 主要會計政策(續)

(z) 收益確認(續)

(iv) 利息收入

利息收入於產生時採用實際利率法確認。當貸款及應收利息減值，本集團將其賬面值撇減至可收回金額，即按該工具原有實際利率貼現估計未來現金流量，並繼續確認貼現額為利息收入。減值貸款及應收賬款之利息收入按原有實際利率確認。

(v) 股息收入

上市投資之股息收入於投資之股價除息時確認。

(vi) 政府補助

政府補助於合理保證收取該等補助而本集團將遵守該等補助之附加條件時，則初步於財務狀況表中確認。補償本集團所產生開支之該等補助於產生開支同期按系統基準於損益中確認為收入。補償本集團資產成本之該等補助則自該資產之賬面值中扣除，且其後於該資產之可使用年期按削減折舊開支之方式於損益中實際確認。

## 2 Significant accounting policies (Continued)

### (aa) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

## 2 主要會計政策(續)

### (aa) 外幣換算

年內之外幣交易按交易日之現行匯率換算。以外幣計值之貨幣資產及負債按呈報期末之現行匯率換算。匯兌收益及虧損於損益中確認。按歷史成本以外幣計量之非貨幣資產及負債採用交易日之現行匯率換算。以外幣計值並以公平值列賬之非貨幣資產及負債按計量公平值當日之現行外幣匯率換算。

海外附屬公司之業績按與交易日之現行匯率相若之匯率換算為港元。財務狀況表項目(包括收購於二零零五年一月一日或之後收購之海外附屬公司所產生之商譽以及就資產及負債賬面值作出之任何公平值調整)按呈報期末之現行匯率換算為港元。所產生之匯兌差額於其他全面收益中確認，並於匯兌儲備之權益中分開累計。將二零零五年一月一日前收購之海外附屬公司綜合入賬所產生之商譽按收購該海外附屬公司當日適用之匯率換算。

於出售海外附屬公司時，有關該海外附屬公司之匯兌差額累計款項於確認出售損益時由權益重新分類至損益。

## 2 Significant accounting policies (Continued)

### (ab) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantive period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

### (ac) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control of the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

## 2 主要會計政策(續)

### (ab) 借貸成本

直接歸屬於收購、興建或生產需較長時間才可用作預定用途或出售之資產之借貸成本會資本化為該項資產之部分成本。其他借貸成本於產生期間支銷。

倘產生資產開支、產生借貸成本，並已經開始使資產可用作預定用途或出售所需之活動，借貸成本即資本化為該合資格資產之部分成本。當使合資格資產可用作預定用途或出售所需之絕大部分活動中止或完成時，借貸成本會中止或停止資本化。

### (ac) 關連人士

(a) 倘某人士符合以下條件，則該人士或其直系親屬與本集團有關連：

- (i) 對本集團擁有控制權或共同控制權；
- (ii) 對本集團擁有重大影響力；或
- (iii) 為本集團或本集團母公司之主要管理人員。

(b) 倘以下任何條件適用，則某實體與本集團有關連：

- (i) 該實體及本集團為同一集團之成員公司(表示各母公司、附屬公司及同系附屬公司互有關連)。

## 2 Significant accounting policies (Continued)

### (ac) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

## 2 主要會計政策(續)

### (ac) 關連人士(續)

- (b) 倘以下任何條件適用，則某實體與本集團有關連：(續)
- (ii) 一實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團之成員公司之聯營公司或合營企業)。
  - (iii) 兩個實體均為同一第三方之合營企業。
  - (iv) 一實體為一第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
  - (v) 該實體為本集團或與本集團有關連之實體之僱員利益而設之離職後福利計劃。
  - (vi) 該實體由(a)所識別之人士控制或共同控制。
  - (vii) (a)(i)所識別之人士對該實體擁有重大影響力，或為該實體(或該實體母公司)之主要管理人員成員。
  - (viii) 該實體或其所屬集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

該名人士之直系親屬為於彼等與實體進行買賣時預期可影響該人士或受該人士影響之該等家庭成員。

## 2 Significant accounting policies (Continued)

### (ad) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 2 主要會計政策(續)

### (ad) 分部報告

綜合財務報表所呈報之經營分部及各分部項目之款項於定期向本集團最高級行政管理人員提供之財務資料中確認所得，有關資料用作為本集團不同業務及地域分配資源及評估表現。

就財務申報而言，個別重大經營分部不會合併處理，惟分部間具有類似經濟特點，以及在產品及服務性質、客戶種類或類別、分銷產品或提供服務所用方法以及監管環境性質方面類似則除外。倘並非個別重大之經營分部符合大部分該等準則，則該等經營分部可能合併處理。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 3 Turnover

The principal activities of the Group are the distribution sale of cosmetic and skin care products, provision of beauty and slimming services, provision of franchise services, sale of health, beauty and related products, investments in securities and provision of money lending business.

Turnover represents the invoiced value of goods supplied to customers, net of discounts, returns, value added tax or other sales taxes; service income from provision of beauty and slimming services, net of discounts; franchise fees income; net gains or losses on financial assets at fair value through profit or loss; and interest income earned from the money lending business. The amount of each significant category of revenue recognised in turnover during the year is as follows:

## 3 營業額

本集團之主要業務為分銷銷售化妝及護膚產品、提供美容及纖體服務、提供加盟合作服務、銷售保健、美容及相關產品、證券投資及提供放債業務。

營業額指向客戶所提供貨品減去折扣、退貨、增值稅或其他銷售稅之發票值；來自提供美容及纖體服務減去折扣之服務收入；加盟合作費收入；按公平值計入損益之金融資產之收益或虧損淨額；以及放債業務賺取之利息收入。年內，於營業額確認之各主要收益類別金額如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Distribution sale of cosmetic and skin care products	分銷銷售化妝及護膚產品	2,422,133	2,024,349
Provision of beauty and slimming services	提供美容及纖體服務	107,576	100,183
Provision of franchise services	提供加盟合作服務	2,976	6,885
Sale of health, beauty and related products	銷售保健、美容及相關產品	5,381	5,941
Net realised gains on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之已變現收益淨額	42,031	58,527
Net unrealised gains on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現收益淨額	20,111	26,585
Interest income from money lending	放債之利息收入	7,779	5,947
		<b>2,607,987</b>	<b>2,228,417</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 4 Other revenue and net income

## 4 其他收益及收入淨額

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Other revenue</b>	<b>其他收益</b>		
Bank interest income	銀行利息收入	2,306	1,052
Dividend income	股息收入	215	1,168
Other interest income	其他利息收入	195	389
Others	其他	80	85
		<b>2,796</b>	<b>2,694</b>
<b>Other net income</b>	<b>其他收入淨額</b>		
Subsidies from the PRC government	中國政府補貼	5,114	1,591
Net (loss)/gain on disposal of property, plant and equipment	出售物業、機器及設備之 (虧損)/收益淨額	(1,396)	234
Gain arising from acquisition of a subsidiary	收購一間附屬公司所產生之收益	—	1,663
Net foreign exchange gain/(loss)	匯兌收益/(虧損)淨額	6	(1)
Others	其他	—	841
		<b>3,724</b>	<b>4,328</b>

Subsidies from the PRC government represent funds and subsidies from local government authorities for the Group's development and business activities.

中國政府補貼指地方政府機關就本集團之發展及業務活動提供之基金及補貼。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 5 Profit before taxation

Profit before taxation is arrived after charging:

### (a) Finance costs:

Interest on bank loans  
Interest on convertible notes  
Interest on other liabilities  
Interest on broker's overdrafts  
Interest on loan due to a director

### (a) 融資成本：

銀行貸款之利息  
可換股票據之利息  
其他負債之利息  
經紀透支之利息  
應付一名董事貸款之利息

### (b) Staff costs (including directors' remuneration (note 7)):

Salaries, allowances and other benefits  
Contributions to defined contribution retirement plans

### (b) 員工成本(包括董事薪酬(附註7))：

薪金、津貼及其他福利  
界定供款退休計劃之供款

### (c) Other items:

Cost of inventories sold and services provided\*  
Auditors' remuneration  
Amortisation of intangible assets  
Depreciation of property, plant and equipment  
Net provision for impairment losses on:  
— trade receivables  
— other receivables  
Write-down of inventories  
Write off of:  
— trade receivables  
— other receivables  
— amounts due from related parties  
Operating lease charges: minimum lease payments

### (c) 其他項目：

已售存貨及已提供服務之成本\*  
核數師酬金  
無形資產攤銷  
物業、機器及設備折舊  
減值虧損撥備淨額：  
— 應收貿易款項  
— 其他應收款項  
撇銷存貨  
撇銷：  
— 應收貿易款項  
— 其他應收款項  
— 應收關連人士款項  
經營租賃費用：最低租賃付款

## 5 除稅前溢利

除稅前溢利已扣除下列各項：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	3,618	2,456
	—	641
	763	740
	1	220
	—	100
	4,382	4,157
	91,808	85,492
	11,740	10,806
	103,548	96,298
	2,362,517	1,958,591
	1,372	1,307
	1,410	1,956
	19,793	17,727
	2,475	2,557
	2	335
	553	—
	—	352
	3,080	2,807
	1,333	—
	28,999	35,689

\* Cost of inventories sold and services provided includes HK\$1,204,000 (2017: HK\$1,306,000) relating to staff costs and depreciation, which amount is also included in the respective total amounts disclosed separately above or in note 5(b) for each of these types of expenses.

\* 已售存貨及已提供服務之成本包括有關員工成本及折舊之1,204,000港元(二零一七年：1,306,000港元)，該金額亦就各類該等開支分別計入上文或附註5(b)獨立披露之相關總額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 6 Income tax in the consolidated statement of profit or loss

## 6 綜合損益表內之所得稅

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 綜合損益表內之稅項指：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Current tax – Hong Kong Profits Tax</b>	<b>當期稅項 — 香港利得稅</b>		
Provision for the year (note 22(a))	年內撥備(附註22(a))	—	14,422
Under provision in respect of prior years	過往年度撥備不足	2,548	290
		<b>2,548</b>	<b>14,712</b>
<b>Current tax – PRC Enterprise Income Tax</b>	<b>當期稅項 — 中國企業所得稅</b>		
Provision for the year (note 22(a))	年內撥備(附註22(a))	11,223	10,445
Over provision in respect of prior years	過往年度超額撥備	—	(14)
		<b>11,223</b>	<b>10,431</b>
Income tax expense	所得稅開支	<b>13,771</b>	<b>25,143</b>

## 6 Income tax in the consolidated statement of profit or loss (Continued)

### (a) Taxation in the consolidated statement of profit or loss represents: (Continued)

- (i) The provision for Hong Kong Profits Tax for 2018 is calculated at 16.5% (2017: 16.5%) of the estimated assessable profits for the year. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in relevant countries.
- (ii) Under the PRC tax law, profits of the Group's subsidiaries in the PRC (the "PRC subsidiaries") derived since 1 January 2008 is subject to withholding income tax at rates of 5% or 10% upon the distribution of such profits to foreign investors or companies incorporated in Hong Kong or for other foreign investors, respectively. Pursuant to the grandfathering arrangements of the PRC tax law, dividends receivable by the Group from the PRC subsidiaries in respect of the undistributed profits derived prior to 31 December 2007 are exempt from the withholding income tax.

At 31 March 2018 and 2017, no deferred tax liabilities have been recognised in respect of tax that would be payable on the unremitted profits of the PRC subsidiaries derived since 1 January 2008 as the directors of the Company is in a position to control the dividend policies of the PRC subsidiaries and no distribution of such profits is expected to be declared from the PRC subsidiaries in the foreseeable future.

## 6 綜合損益表內之所得稅(續)

### (a) 綜合損益表內之稅項指：(續)

- (i) 二零一八年之香港利得稅撥備按年內估計應課稅溢利之16.5% (二零一七年：16.5%) 計算。海外附屬公司之稅項按相關國家現行之適用當期稅率徵收。
- (ii) 根據中國稅法，本集團於中國之附屬公司(「中國附屬公司」)自二零零八年一月一日起產生之溢利須於向外國投資者或在香港註冊成立之公司或其他外國投資者分派該等溢利時，分別按5%或10%稅率繳納預扣所得稅。根據中國稅法之免受新法規限制安排，本集團就二零零七年十二月三十一日前產生之未分派溢利應收中國附屬公司之股息免繳預扣所得稅。

於二零一八年及二零一七年三月三十一日，由於本公司董事能控制中國附屬公司之股息政策及預期中國附屬公司於可見將來不會宣派有關溢利分派，故並無就中國附屬公司自二零零八年一月一日起產生之未匯出溢利應付之稅項確認任何遞延稅項負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 6 Income tax in the consolidated statement of profit or loss (Continued)

## 6 綜合損益表內之所得稅(續)

(b) Reconciliation between income tax expense and accounting profit at applicable tax rates:

(b) 所得稅開支與按適用稅率計算之會計溢利之對賬：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit before taxation	除稅前溢利	32,877	62,696
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	除稅前溢利之名義稅項，按適用於有關司法權區之溢利之稅率計算	7,571	22,944
Tax effect of non-deductible expenses	不可扣除開支之稅務影響	6,978	2,353
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(10,496)	(7,951)
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	(929)	(623)
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損之稅務影響	10,238	12,139
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認稅項虧損之稅務影響	(2,139)	(4,795)
Under provision in respect of prior years, net	過往年度撥備不足，淨額	2,548	276
Others	其他	—	800
Actual tax expense	實際稅項開支	13,771	25,143



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 7 Directors' remuneration

Directors' remuneration disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance, Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and the GEM Listing Rules are as follows:

## 7 董事薪酬

根據香港公司條例第383(1)條、公司(披露董事利益資料)規例第2部及GEM上市規則披露之董事薪酬如下：

	Directors' fees		Salaries, allowances and benefits in kind				Retirement scheme contributions		Total	
	董事袍金		薪金、津貼及實物利益				退休計劃供款		合共	
	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元		
<b>Executive directors</b>	<b>執行董事</b>									
Dr. Cheung Yuk Shan, Shirley (resigned on 6 September 2017)	張玉珊博士(於二零一七年九月六日辭任)									
	—	—	1,308	3,120	8	18	1,316	3,138		
Mr. Mui Wai Sum	梅偉琛先生									
	—	—	360	360	18	18	378	378		
Mr. Chan Ka Kin (appointed on 6 September 2017)	陳家健先生(於二零一七年九月六日獲委任)									
	—	—	205	—	10	—	215	—		
<b>Non-executive directors</b>	<b>非執行董事</b>									
Mr. Takashi Togo	東鄉孝士先生									
	240	240	—	—	—	—	240	240		
Dr. Cheung Yuk Shan, Shirley (appointed on 6 September 2017)	張玉珊博士(於二零一七年九月六日獲委任)									
	—	—	1,595	—	10	—	1,605	—		
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>									
Mr. Hong Po Kui, Martin	康寶駒先生									
	30	30	—	—	—	—	30	30		
Ms. Hui Yat Lam (resigned on 16 December 2016)	許一嵐女士(於二零一六年十二月十六日辭任)									
	—	43	—	—	—	—	—	43		
Ms. Chiu Kam Hing, Kathy	趙金卿女士									
	50	50	—	—	—	—	50	50		
Mr. Lau Wai Leung, Alfred (appointed on 16 December 2016)	劉偉傑先生(於二零一六年十二月十六日獲委任)									
	120	35	—	—	—	—	120	35		
	<b>440</b>	<b>398</b>	<b>3,468</b>	<b>3,480</b>	<b>46</b>	<b>36</b>	<b>3,954</b>	<b>3,914</b>		

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 8 Individuals with highest emoluments

Of the five individuals with the highest emoluments, one (2017: one) is a director whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other four (2017: four) individuals are as follows:

Salaries and other emoluments	薪金及其他酬金
Retirement scheme contributions	退休計劃供款

## 8 最高薪人士

五名最高薪人士中，一名(二零一七年：一名)為董事，其酬金詳情於附註7披露。另外四名(二零一七年：四名)人士之酬金總額如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
7,137	7,302
72	70
<b>7,209</b>	<b>7,372</b>

The emoluments of the four (2017: four) individuals with the highest emoluments are within the following bands:

HK\$Nil – HK\$1,000,000	零港元至 1,000,000 港元
HK\$1,000,001 – HK\$2,000,000	1,000,001 港元至 2,000,000 港元
HK\$2,000,001 – HK\$3,000,000	2,000,001 港元至 3,000,000 港元
HK\$3,000,001 – HK\$4,000,000	3,000,001 港元至 4,000,000 港元

四名(二零一七年：四名)最高薪人士之酬金屬於下列範圍：

2018 二零一八年 Number of individuals 人數	2017 二零一七年 Number of individuals 人數
1	2
2	1
—	—
1	1
<b>4</b>	<b>4</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 9 Earnings per share

The calculation of basic earnings per share is based on the profit attributable to owners of the Company of approximately HK\$6,439,000 (2017: HK\$26,071,000) and the weighted average of approximately 5,463,408,000 (2017: 2,110,522,000) ordinary shares in issue during the year, calculated as follows:

Issued ordinary shares at 1 April	於四月一日已發行普通股
Effect of shares issued under rights issue (note 27(a)(iv))	根據供股已發行股份之影響 (附註27(a)(iv))
Weighted average number of ordinary shares at 31 March	於三月三十一日之普通股 加權平均數

As the Company does not have any potential dilutive ordinary shares during the year ended 31 March 2018 and 2017, basic and diluted earnings per share are the same.

## 9 每股盈利

每股基本盈利按年內歸屬於本公司擁有人溢利約6,439,000港元(二零一七年：26,071,000港元)及已發行普通股加權平均數約5,463,408,000(二零一七年：2,110,522,000)股計算如下：

2018 二零一八年 '000 千股	2017 二零一七年 '000 千股
5,463,408	1,821,136
—	289,386
<b>5,463,408</b>	<b>2,110,522</b>

由於本公司於截至二零一八年及二零一七年三月三十一日止年度並無任何潛在攤薄普通股，故每股基本及攤薄盈利相同。

## 10 Segment reporting

Management has determined the operating segments based on the reports reviewed by the directors that are used to make strategic decisions. The directors review the Group's financial information mainly from business lines prospective. Accordingly, the Group's operating segments are:

- (i) Distribution sale of cosmetic and skin care products
- (ii) Provision of beauty and slimming services
- (iii) Franchise operations (including sale of health, beauty and related products to franchised shops)
- (iv) Sale of health, beauty and related products
- (v) Investments in securities
- (vi) Money lending

The directors assess the performance of the operating segments based on a measure of reportable segment results. This measurement basis excludes certain other revenue, other net income, finance costs and unallocated expenses.

Segment assets mainly exclude certain property, plant and equipment, current tax assets and other assets that are managed on a central basis. Segment liabilities mainly exclude current income tax liabilities, deferred tax liabilities and other liabilities that are managed on a central basis.

## 10 分部報告

管理層已根據董事審閱用以作出策略性決定之報告釐定經營分部。董事主要從業務線角度審閱本集團之財務資料。因此，本集團之經營分部為：

- (i) 分銷銷售化妝及護膚產品
- (ii) 提供美容及纖體服務
- (iii) 加盟合作業務(包括向加盟合作店舖銷售保健、美容及相關產品)
- (iv) 銷售保健、美容及相關產品
- (v) 證券投資
- (vi) 放債

董事按可呈報分部業績基準評核經營分部之表現。計量基準不包括若干其他收益、其他收入淨額、融資成本及未分配開支。

分部資產主要不包括若干物業、機器及設備、當期稅項資產及其他集中管理之資產。分部負債主要不包括當期所得稅負債、遞延稅項負債及其他集中管理之負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 10 Segment reporting (Continued)

## 10 分部報告(續)

### (a) Segment results, assets and liabilities

### (a) 分部業績、資產及負債

		2018 二零一八年					
	Distribution sale of cosmetic and skin care products 分銷銷售化妝及護膚產品 HK\$'000 千港元	Provision of beauty and slimming services 提供美容及纖體服務 HK\$'000 千港元	Franchise operations 加盟合作業務 HK\$'000 千港元	Sale of health, beauty and related products 銷售保健、美容及相關產品 HK\$'000 千港元	Investments in securities 證券投資 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Reportable segment revenue 可呈報分部收益	2,422,133	107,576	6,023	2,334	62,142	7,779	2,607,987
Reportable segment results 可呈報分部業績	48,311	(52,866)	(8,241)	1,453	58,088	7,429	54,174
Unallocated corporate expenses 未分配公司開支							(16,915)
Profit from operations 經營溢利							37,259
Finance costs 融資成本							(4,382)
Profit before taxation 除稅前溢利							32,877
Income tax expense 所得稅開支							(13,771)
Profit for the year 年內溢利							19,106
(Reversal of)/provision for impairment losses on:	減值虧損(撥回)/撥備:						
- trade receivables 應收貿易款項	(296)	(914)	3,685	-	-	-	2,475
- other receivables 其他應收款項	-	2	-	-	-	-	2
Write-down of inventories 存貨撇銷	-	277	-	276	-	-	553
Write off of:	撇銷:						
- other receivables 其他應收款項	-	3,080	-	-	-	-	3,080
- amounts due from related parties 應收關連人士款項	-	1,333	-	-	-	-	1,333
Amortisation of intangible assets 無形資產攤銷	-	1,410	-	-	-	-	1,410
Depreciation of property, plant and equipment 物業、機器及設備折舊	780	13,869	264	-	1,611	-	16,524

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 10 Segment reporting (Continued)

## 10 分部報告(續)

### (a) Segment results, assets and liabilities (Continued)

### (a) 分部業績、資產及負債(續)

		2017 二零一七年						
		Distribution sale of cosmetic and skin care products 分銷銷售 化妝及 護膚產品 HK\$'000 千港元	Provision of beauty and slimming services 提供美容及 纖體服務 HK\$'000 千港元	Franchise operations 加盟合作 業務 HK\$'000 千港元	Sale of health, beauty and related products 銷售保健、 美容及 相關產品 HK\$'000 千港元	Investments in securities 證券投資 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Reportable segment revenue	可呈報分部收益	2,024,349	100,183	11,011	1,815	85,112	5,947	2,228,417
Reportable segment results	可呈報分部業績	32,023	(33,852)	(8,100)	1,020	83,772	5,780	80,643
Unallocated corporate expenses	未分配公司開支							(13,790)
Profit from operations	經營溢利							66,853
Finance costs	融資成本							(4,157)
Profit before taxation	除稅前溢利							62,696
Income tax expense	所得稅開支							(25,143)
Profit for the year	年內溢利							37,553
Provision for impairment losses on:	減值虧損撥備：							
– trade receivables	– 應收貿易款項	436	2,121	–	–	–	–	2,557
– other receivables	– 其他應收款項	–	335	–	–	–	–	335
Write off of:	撇銷：							
– trade receivables	– 應收貿易款項	–	–	352	–	–	–	352
– other receivables	– 其他應收款項	–	2,807	–	–	–	–	2,807
Amortisation of intangible assets	無形資產攤銷	–	1,956	–	–	–	–	1,956
Depreciation of property, plant and equipment	物業、機器及設備折舊	878	13,105	337	2	1,195	–	15,517



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 10 Segment reporting (Continued)

## 10 分部報告(續)

### (a) Segment results, assets and liabilities (Continued)

### (a) 分部業績、資產及負債(續)

		2018 二零一八年						
		Distribution sale of cosmetic and skin care products 分銷銷售 化妝及護膚 產品	Provision of beauty and slimming services 提供美容 及纖體服務	Franchise operations 加盟合作 業務	Sale of health, beauty and related products 銷售保健、 美容及 相關產品	Investments in securities 證券投資	Money lending 放債	Total 合共
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分部資產							
– Property, plant and equipment	– 物業、機器及設備	3,042	26,178	396	–	3,979	–	33,595
– Intangible assets	– 無形資產	–	410	–	–	–	–	410
– Other assets	– 其他資產	430,883	141,089	1,272	2,757	454,666	120,849	1,151,516
Unallocated corporate assets	未分配公司資產							141,169
<b>Total assets</b>	<b>資產總額</b>							<b>1,326,690</b>
Segment liabilities	分部負債	(275,309)	(28,256)	(10,433)	(471)	–	(138)	(314,607)
Unallocated corporate liabilities	未分配公司負債							(21,059)
<b>Total liabilities</b>	<b>負債總額</b>							<b>(335,666)</b>
Additions to segment non-current assets	分部非流動資產添置	1,173	5,531	–	–	–	–	6,704

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 10 Segment reporting (Continued)

## 10 分部報告(續)

### (a) Segment results, assets and liabilities (Continued)

### (a) 分部業績、資產及負債(續)

		2017 二零一七年						
		Distribution sale of cosmetic and skin care products 分銷售 化妝及 護膚產品	Provision of beauty and slimming services 提供美容及 纖體服務	Franchise operations 加盟合作 業務	Sale of health, beauty and related products 銷售保健、 美容及 相關產品	Investments in securities 證券投資	Money lending 放債	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分部資產							
– Property, plant and equipment	– 物業、機器及設備	2,652	35,276	625	6	5,590	–	44,149
– Intangible assets	– 無形資產	–	1,820	–	–	–	–	1,820
– Other assets	– 其他資產	332,929	170,572	7,724	1,983	483,537	93,420	1,090,165
Unallocated corporate assets	未分配公司資產							157,207
Total assets	資產總額							1,293,341
Segment liabilities	分部負債	(246,077)	(36,047)	(12,904)	(406)	–	(138)	(295,572)
Unallocated corporate liabilities	未分配公司負債							(63,947)
Total liabilities	負債總額							(359,519)
Additions to segment non-current assets	分部非流動資產添置	1,086	26,481	102	–	6,785	595	35,049

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 10 Segment reporting (Continued)

### (b) Geographical information

The Group's revenue from external customers and information regarding non-current assets by geographical locations are as follows:

Revenue from external customers	外部客戶之收益
Non-current assets	非流動資產

Revenue from external customers	外部客戶之收益
Non-current assets	非流動資產

### (c) Major customers

During the year ended 31 March 2018, there were two (2017: three) customers with whom transactions exceeded 10% of the Group's revenue. Revenue from distribution sale of cosmetic and skin care products to these customers in the PRC is set out below:

Customer A	客戶 A
Customer B	客戶 B
Customer C	客戶 C

# The corresponding revenues did not contribute 10% or more of the total revenue.

## 10 分部報告(續)

### (b) 地域資料

本集團外部客戶之收益及有關非流動資產之資料按所在地劃分如下：

2018 二零一八年		
The PRC 中國	Hong Kong 香港	Total 合共
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2,465,593	142,394	2,607,987
12,266	161,518	173,784

2017 二零一七年		
The PRC 中國	Hong Kong 香港	Total 合共
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2,072,238	156,179	2,228,417
579	170,652	171,231

### (c) 主要客戶

於截至二零一八年三月三十一日止年度，兩名(二零一七年：三名)客戶之交易佔本集團收益10%以上。向此等中國客戶分銷銷售化妝及護膚產品之收益載列如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
863,042	552,454
854,940	679,426
N/A 不適用 <sup>#</sup>	328,331

# 有關收益並非佔總收益10%或以上。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 11 Property, plant and equipment and investment property

## 11 物業、機器及設備及投資物業

		Land and buildings 土地 及樓宇 HK\$'000 千港元	Machinery 機器 HK\$'000 千港元	Furniture and fixtures 傢俬及 固定裝置 HK\$'000 千港元	Office and computer equipment 辦公室及 電腦設備 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Investment property 投資物業 HK\$'000 千港元	Total 合共 HK\$'000 千港元
<b>Cost or valuation:</b>	<b>成本或估值：</b>										
At 1 April 2016	於二零一六年四月一日	49,724	23,887	6,075	9,963	46,121	12,781	474	149,025	–	149,025
Exchange adjustments	匯兌調整	–	(436)	(122)	(188)	(1,555)	(705)	(29)	(3,035)	–	(3,035)
Additions	添置	44,517	1,089	682	355	15,318	8,305	–	70,266	8,001	78,267
Additions through business combination (note 32)	透過業務合併添置 (附註32)	–	50	32	9	125	–	–	216	–	216
Disposals	出售	–	(171)	–	(135)	–	(2,237)	–	(2,543)	–	(2,543)
At 31 March 2017	於二零一七年三月三十一日	94,241	24,419	6,667	10,004	60,009	18,144	445	213,929	8,001	221,930
<b>Representing:</b>	<b>佔：</b>										
Cost	成本	94,241	24,419	6,667	10,004	60,009	18,144	445	213,929	–	213,929
Valuation	估值	–	–	–	–	–	–	–	–	8,001	8,001
		94,241	24,419	6,667	10,004	60,009	18,144	445	213,929	8,001	221,930
At 1 April 2017	於二零一七年四月一日	94,241	24,419	6,667	10,004	60,009	18,144	445	213,929	8,001	221,930
Exchange adjustments	匯兌調整	–	737	224	285	2,835	1,046	48	5,175	–	5,175
Additions	添置	15,812	1,704	108	492	3,567	2,256	–	23,939	–	23,939
Disposals	出售	–	(2,019)	(187)	(773)	(3,625)	(2,251)	–	(8,855)	–	(8,855)
At 31 March 2018	於二零一八年三月三十一日	110,053	24,841	6,812	10,008	62,786	19,195	493	234,188	8,001	242,189
<b>Representing:</b>	<b>佔：</b>										
Cost	成本	110,053	24,841	6,812	10,008	62,786	19,195	493	234,188	–	234,188
Valuation	估值	–	–	–	–	–	–	–	–	8,001	8,001
		110,053	24,841	6,812	10,008	62,786	19,195	493	234,188	8,001	242,189

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 11 Property, plant and equipment and investment property (Continued)

## 11 物業、機器及設備及投資物業 (續)

		Land and buildings 土地 及樓宇 HK\$'000 千港元	Machinery 機器 HK\$'000 千港元	Furniture and fixtures 傢俬及 固定裝置 HK\$'000 千港元	Office and computer equipment 辦公室及 電腦設備 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Investment Sub-total 小計 投資物業 HK\$'000 千港元	Total 合共 HK\$'000 千港元	
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>										
At 1 April 2016	於二零一六年四月一日	753	18,750	4,008	6,979	25,143	9,337	–	64,970	–	64,970
Exchange adjustments	匯兌調整	–	(330)	(73)	(144)	(863)	(494)	–	(1,904)	–	(1,904)
Charge for the year	年內折舊	2,197	1,695	604	864	9,926	2,441	–	17,727	–	17,727
Written back on disposals	出售時撥回	–	(171)	–	(124)	–	(2,010)	–	(2,305)	–	(2,305)
At 31 March 2017	於二零一七年三月三十一日	2,950	19,944	4,539	7,575	34,206	9,274	–	78,488	–	78,488
At 1 April 2017	於二零一七年四月一日	2,950	19,944	4,539	7,575	34,206	9,274	–	78,488	–	78,488
Exchange adjustments	匯兌調整	–	602	156	230	2,034	702	–	3,724	–	3,724
Charge for the year	年內折舊	3,034	1,656	687	830	10,726	2,860	–	19,793	–	19,793
Written back on disposals	出售時撥回	–	(2,019)	(180)	(716)	(1,763)	(1,992)	–	(6,670)	–	(6,670)
At 31 March 2018	於二零一八年三月三十一日	5,984	20,183	5,202	7,919	45,203	10,844	–	95,335	–	95,335
<b>Carrying amount:</b>	<b>賬面值：</b>										
At 31 March 2018	於二零一八年三月三十一日	104,069	4,658	1,610	2,089	17,583	8,351	493	138,853	8,001	146,854
At 31 March 2017	於二零一七年三月三十一日	91,291	4,475	2,128	2,429	25,803	8,870	445	135,441	8,001	143,442

## 11 Property, plant and equipment and investment property (Continued)

- (a) The land and buildings and investment property are situated in Hong Kong under medium-term leases.
- (b) **Investment property**

Investment property was revalued at its open market value as at 31 March 2017 by an independent professional valuer, ARM Appraisals Limited, an associate member of the Hong Kong Institute of Surveyors. This valuation is categorised as Level 2 fair value measurement within the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement.

Level 2 fair value measurement is those derived from inputs other than quoted prices within Level 1, or significant unobservable inputs within Level 3. Unobservable inputs are inputs for which market data are not available.

The market value of investment property was determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basics using market data which is publicly available. The fair value of the investment property as at 31 March 2018 was revalued internally without appointing any independent valuers since the Group has subsequently disposed of Achieve Plus Investment Limited (“Achieve Plus”), which is principally engaged in property investment and its major asset is the investment property, to an independent third party on 30 April 2018 with the total consideration of HK\$8,500,000. In respect of the subsequent disposal, the directors determine there was no significant gain or loss in the fair value of the investment property for the year ended 31 March 2018.

No rental income was derived from the investment property as the investment property has not been leased out during the year ended 31 March 2018.

## 11 物業、機器及設備及投資物業 (續)

- (a) 土地及樓宇以及投資物業位於香港並根據中期租約持有。
- (b) **投資物業**

投資物業由獨立專業估值師ARM Appraisals Limited (香港測量師學會會員)按其公開市場價值於二零一七年三月三十一日重新估值。該項估值於香港財務報告準則第13號公平值計量內劃分為第二級公平值計量。

第二級公平值計量來自於輸入數據而非第一級內之報價，或第三級內不可觀察輸入數據。不可觀察輸入數據為市場數據無法應用之輸入數據。

投資物業之市場價值為使用市場比較法並參照使用可公開取得市場數據之近期可比較物業之每平方呎銷售價格並採用市場比較法所釐定。該投資物業之公平值於二零一八年三月三十一日經內部重新評估，而並無委聘任何獨立估值師，原因為本集團其後已於二零一八年四月三十日出售采帆投資有限公司(「采帆」)予一名獨立第三方，總代價為8,500,000港元。該公司主要從事物業投資，及其主要資產為該投資物業。就該隨後出售事項而言，董事認為該投資物業之公平值於截至二零一八年三月三十一日止年度概無出現重大損益。

因投資物業於截至二零一八年三月三十一日止年度尚未出租，概無投資物業產生租金收入。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 12 Intangible assets

## 12 無形資產

		<b>Website costs</b>
		網站成本
		HK\$'000
		千港元
<b>Cost:</b>	<b>成本：</b>	
At 1 April 2016, 31 March 2017, 1 April 2017 and 31 March 2018	於二零一六年四月一日、 二零一七年三月三十一日、 二零一七年四月一日及 二零一八年三月三十一日	<u>9,783</u>
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>	
At 1 April 2016	於二零一六年四月一日	6,007
Charge for the year	年內攤銷	<u>1,956</u>
At 31 March 2017	於二零一七年三月三十一日	<u>7,963</u>
At 1 April 2017	於二零一七年四月一日	7,963
Charge for the year	年內攤銷	<u>1,410</u>
At 31 March 2018	於二零一八年三月三十一日	<u>9,373</u>
<b>Carrying amount:</b>	<b>賬面值：</b>	
At 31 March 2018	於二零一八年三月三十一日	<u>410</u>
At 31 March 2017	於二零一七年三月三十一日	<u>1,820</u>

The amortisation charge for the year is included in “general and administrative expenses” in the consolidated statement of profit or loss.

年內之攤銷費用計入綜合損益表之「一般及行政開支」。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 13 Goodwill

## 13 商譽

		HK\$'000 千港元
<b>Cost:</b>	<b>成本：</b>	
At 1 April 2016	於二零一六年四月一日	16,905
Arising on acquisition of subsidiaries (note 32)	來自收購附屬公司(附註 32)	<u>9,085</u>
At 31 March 2017	於二零一七年三月三十一日	<u>25,990</u>
At 1 April 2017	於二零一七年四月一日	25,990
Exchange adjustments	匯兌調整	<u>511</u>
At 31 March 2018	於二零一八年三月三十一日	<u>26,501</u>
<b>Accumulated impairment:</b>	<b>累計減值：</b>	
At 1 April 2016, 31 March 2017, 1 April 2017 and 31 March 2018	於二零一六年四月一日、 二零一七年三月三十一日、 二零一七年四月一日及 二零一八年三月三十一日	<u>21</u>
<b>Carrying amount:</b>	<b>賬面值：</b>	
At 31 March 2018	於二零一八年三月三十一日	<u>26,480</u>
At 31 March 2017	於二零一七年三月三十一日	<u>25,969</u>

Goodwill is accounted for in accordance with the Group's accounting policies as set out in note 2(g).

商譽按附註2(g)所載之本集團會計政策入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 13 Goodwill (Continued)

For the purposes of impairment testing, goodwill has been allocated to the Group's cash-generating units (CGUs) identified according to country of operations and business segment as follows:

Provision of beauty and slimming services — Hong Kong ("Unit A")	提供美容及纖體服務 — 香港(「單位A」)
Provision of beauty and slimming services — PRC ("Unit B")	提供美容及纖體服務 — 中國(「單位B」)
Money lending — Hong Kong	放債 — 香港
Multiple units without significant goodwill	無重大商譽之多個單位

The directors have reviewed the carrying amount of goodwill in accordance with HKAS 36, Impairment of assets.

## 13 商譽(續)

就減值測試而言，商譽已根據業務國家分配至本集團之已確定現金產生單位(現金產生單位)，各業務分部如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
16,564	16,564
9,001	8,490
595	595
320	320
<b>26,480</b>	<b>25,969</b>

董事已根據香港會計準則第36號資產減值審閱商譽賬面值。

### 13 Goodwill (Continued)

#### Unit A

The recoverable amount of Unit A is determined based on value-in-use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (2017: 3%). This growth rate does not exceed the long-term average growth rates for the market in which Unit A operates. The cash flows are discounted using a discount rate of 20.8% (2017: 21.2%). The discount rate used is pre-tax and reflects specific risks relating to Unit A. Other key assumption for the value-in-use calculation relates to the estimation of cash inflows/outflows which included budgeted sales, such estimation is based on the Unit A's past performance and management's expectations for the market development including the fluctuation in beauty and slimming service business in the current economic environment in Hong Kong.

#### Unit B

The recoverable amount of Unit B is determined based on value-in-use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (2017: 3%). This growth rate does not exceed the long-term average growth rates for the market in which Unit B operates. The cash flows are discounted using a discount rate of 24.2% (2017: 18.8%). The discount rate used is pre-tax and reflects specific risks relating to Unit B. Other key assumption for the value-in-use calculation relates to the estimation of cash inflows/outflows which included budgeted sales, such estimation is based on the Unit B's past performance and management's expectations for the market development including the fluctuation in beauty and slimming service business in the current economic environment in the PRC.

In the opinion of the directors, any reasonably possible change in any of these assumptions would not cause the carrying amounts of the CGUs to exceed their recoverable amount.

### 13 商譽(續)

#### 單位 A

單位A之可收回金額按使用價值計算方法釐定。此計算方法採用按照管理層已核准之五年期財務預算作出之現金流量預測。五年期以後之現金流量使用估計加權平均增長率3%(二零一七年:3%)推算。此增長率並不超過單位A營運市場之長期平均增長率。現金流量以20.8%(二零一七年:21.2%)貼現率貼現。所採用貼現率為扣除稅項前及反映有關單位A之專屬風險。價值計算方法之其他主要假設與包括預計銷售內之現金流入/流出估計有關，有關估計基於單位A過往業績及管理層對市場發展包括在香港現時經濟環境於美容及纖體服務業務波動之預期。

#### 單位 B

單位B之可收回金額按使用價值計算方法釐定。此計算方法採用按照管理層已核准之五年期財務預算作出之現金流量預測。五年期以後之現金流量使用估計加權平均增長率3%(二零一七年:3%)推算。此增長率並不超過單位B營運市場之長期平均增長率。現金流量以24.2%(二零一七年:18.8%)貼現率貼現。所採用貼現率為扣除稅項前及反映有關單位B之專屬風險。價值計算方法之其他主要假設與包括預計銷售內之現金流入/流出估計有關，有關估計基於單位B過往業績及管理層對市場發展包括在中國現時經濟環境於美容及纖體服務業務波動之預期。

董事認為，任何該等假設之合理可能變動將不會導致現金產生單位之賬面值超過其可收回金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 14 Inventories

- (a) Inventories in the consolidated statement of financial position comprise:

Merchandise 製成品

- (b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

Carrying amount of inventories sold 已售存貨之賬面值  
Write-down of inventories 存貨撇減

## 14 存貨

- (a) 綜合財務狀況表內之存貨包括：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
8,847	9,415

- (b) 確認為開支並計入損益之存貨金額分析如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
2,331,306	1,945,204
553	—
<b>2,331,859</b>	<b>1,945,204</b>

## 15 Financial assets at fair value through profit or loss

Listed equity securities in Hong Kong (note a) 於香港之上市股本證券(附註a)  
Unlisted convertible bonds in Hong Kong (note b) 於香港之非上市可換股債券(附註b)  
Unlisted equity fund outside Hong Kong 香港境外之非上市股本基金

## 15 按公平值計入損益之金融資產

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
116,271	117,493
11,911	14,309
9,717	7,944
<b>137,899</b>	<b>139,746</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Financial assets at fair value through profit or loss (Continued)

### (a) Listed equity securities in Hong Kong

As at 31 March 2018, the Group had financial assets at fair value through profit or loss representing equity securities listed in Hong Kong of approximately HK\$116,271,000 (2017: HK\$117,493,000). Details of significant investments are as follows:

## 15 按公平值計入損益之金融資產 (續)

### (a) 於香港之上市股本證券

於二零一八年三月三十一日，本集團有按公平值計入損益之金融資產，指於香港之上市股本證券約116,271,000港元(二零一七年：117,493,000港元)。重大投資詳情如下：

		2018 二零一八年								
Stock code	Name of investee company	Principal activities	Number of shares held	Percentage of total issued share capital owned by the Group	Market value at the end of the reporting period	Percentage to the Group's total assets	Unrealised gain/(loss) on change in fair value for the year	Dividend received for the year		
股份代號	被投資公司名稱	主要業務	持有股份數目	本集團股本持有比例	於呈報期末市場價值	佔本集團資產總額比例	年內公平值變動之未變現收益/(虧損)	出售收益/(虧損)	年內已收股息	
			'000 千股	%	HK\$'000 千港元	HK\$'000 千港元	%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
8101	EJE (Hong Kong) Holdings Limited (formerly known as "Jia Meng Holdings Limited") 壹家壹品(香港)控股有限公司(前稱為「家夢控股有限公司」)	Design, manufacture and sale of mattress and soft bed products, property investment and securities investment. 設計、製造與銷售床墊和軟床產品、物業投資及證券投資。	221,728	7.67%	17,738 (note) (附註)	78,713	5.93%	51,219 (note) (附註)	-	-
1082	Hong Kong Education (Int'l) Investments Limited 香港教育(國際)投資集團有限公司	Provision of private educational services, investment in securities, property investments and money lending business. 提供私人教育服務、投資證券、物業投資及放債業務。	20,000	3.65%	20,318 (note) (附註)	11,800	0.89%	(16,018) (note) (附註)	7,964	-



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Financial assets at fair value through profit or loss (Continued)

## 15 按公平值計入損益之金融資產 (續)

### (a) Listed equity securities in Hong Kong (Continued)

### (a) 於香港之上市股本證券 (續)

2018 二零一八年										
Stock code	Name of investee company	Principal activities	Number of shares held	Percentage of total issued share capital owned by the Group	Market value at the end of the reporting period	Unrealised gain/(loss) on change in fair value for the year	Percentage to the Group's total assets	Dividend received for the year		
股份代號	被投資公司名稱	主要業務	持有股份數目	本集團於總已發行股本持有比例	於呈報期末市場價值	估本集團資產總額之未變現收益/ (虧損)	佔本集團資產總額比例	出售收益/ (虧損)	年內已收取股息	
			'000 千股	%	HK\$'000 千港元	HK\$'000 千港元	%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
1591	Shun Wo Group Holdings Limited	Foundation business of construction of residential, industrial and commercial buildings.	50,000	1.25%	5,395	7,300	0.55%	1,905	-	-
	汛和集團控股有限公司	建造住宅、工業及商業樓宇之地基業務。								
8351	Larry Jewelry International Company Limited	Design and retailing of jewelry products and sales of pharmaceutical and health products.	20,600	0.57%	7,622	5,768	0.43%	(1,854)	256	-
	俊文寶石國際有限公司	設計及零售珠寶產品，以及銷售醫藥及保健產品。								

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Financial assets at fair value through profit or loss (Continued)

## 15 按公平值計入損益之金融資產 (續)

### (a) Listed equity securities in Hong Kong (Continued)

### (a) 於香港之上市股本證券 (續)

2018 二零一八年										
Stock code	Name of investee company	Principal activities	Number of shares held	Percentage of total issued share capital owned by the Group	Market value at the end of the reporting period	Percentage to the Group's total assets	Unrealised gain/(loss) on change in fair value for the year	Dividend received for the year		
股份代號	被投資公司名稱	主要業務	持有股份數目	本集團於總已發行股本持有比例	於呈報期末市場價值	佔本集團資產總額比例	年內公平值變動之未變現收益/(虧損)	出售收益/(虧損)	年內已收取股息	
			'000 千股	%	HK\$'000 千港元	HK\$'000 千港元	%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
8120	China Demeter Financial Investments Limited	Feedstock products and animal husbandry businesses, money lending business, securities investment business, food and beverage business and provision of administrative services.	20,000	2.01%	1,980	2,280	0.17%	300	-	-
	國農金融投資有限公司	飼料產品及畜牧業務、放債業務、證券投資業務、食品及飲料業務及提供管理服務。								

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Financial assets at fair value through profit or loss (Continued)

## 15 按公平值計入損益之金融資產 (續)

### (a) Listed equity securities in Hong Kong (Continued)

### (a) 於香港之上市股本證券 (續)

				2017 二零一七年							
Stock code	Name of investee company	Principal activities	Number of shares held	Percentage of total issued share capital owned by the Group	Market value at the end of the reporting period	Unrealised gain/(loss) on change in fair value for the year	Percentage to the Group's total assets	Dividend received for the year			
股份代號	被投資公司名稱	主要業務	持有股份數目	本集團於總已發行股本持有比例	於呈報期末市場價值	估本集團資產總額	估本集團資產總額	年內已收股息	年內公平值變動之未變現收益/(虧損)	出售收益/(虧損)	年內已收股息
			'000 千股	%	HK\$'000 千港元	HK\$'000 千港元	%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
8101	EJE (Hong Kong) Holdings Limited (formerly known as "Jia Meng Holdings Limited") 壹家壹品(香港)控股有限公司(前稱為「家夢控股有限公司」)	Design, manufacture and sale of mattress and soft bed products, property investment and securities investment. 設計、製造與銷售床墊和軟床產品、物業投資及證券投資。	221,728	7.67%	17,738 (note) (附註)	27,494	2.13%	6,680 (note) (附註)	-	-	-
8215	First Credit Finance Group Limited 第一信用金融集團有限公司	Money lending business 放債業務	31,000	0.85%	8,352	13,640	1.05%	5,288	150	1,050	1,050

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Financial assets at fair value through profit or loss (Continued)

## 15 按公平值計入損益之金融資產 (續)

### (a) Listed equity securities in Hong Kong (Continued)

### (a) 於香港之上市股本證券 (續)

2017 二零一七年										
Stock code	Name of investee company	Principal activities	Number of shares held	Percentage of total issued share capital owned by the Group	Market value at the end of the reporting period	Percentage to the Group's total assets	Unrealised gain/(loss) on change in fair value for the year	Dividend received for the year		
股份代號	被投資公司名稱	主要業務	持有股份數目	本集團於總已發行股本持有比例	於呈報期末市場價值	佔本集團資產總額比例	年內公平值變動之未變現收益/(虧損)	出售收益/(虧損)	年內已收股息	
			'000 千股	%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
275	Master Glory Group Limited	Trading of securities, industrial water supply business, property development and trading and other strategic investments	64,210	0.62%	8,255	13,227	1.02%	4,972	601	—
	凱華集團有限公司	交易證券、工業供水業務、物業開發與交易及其他戰略投資								
1082	Hong Kong Education (Int'l) Investments Limited	Provision of private educational services, investment in securities, property investments and money lending business	10,000	1.83%	4,000	11,500	0.89%	7,500	—	—
	香港教育(國際)投資集團有限公司	提供私人教育服務、投資證券、物業投資及放債業務								

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Financial assets at fair value through profit or loss (Continued)

### (a) Listed equity securities in Hong Kong (Continued)

				2017							
				二零一七年							
Stock code	Name of investee company	Principal activities	Number of shares held	Percentage of total issued share capital owned by the Group		Market value at the end of the reporting period	Percentage to the Group's total assets	Unrealised gain/(loss) on change in fair value for the year		Dividend received for the year	
				held by the Group	owned by the Group			Gain/(loss) on disposal	Gain/(loss) on disposal		
股份代號	被投資公司名稱	主要業務	股份數目	本集團於總已發行股本持有比例	成本	於呈報期末市場價值	佔本集團資產總額比例	年內公平值變動之未變現收益/(虧損)	出售收益/(虧損)	年內已收股息	
			'000 千股	%	HK\$'000 千港元	HK\$'000 千港元	%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
8178	China Information Technology Development Limited 中國信息科技發展有限公司	Development and sale of computer software and hardware, provision of system integration and related support services, provision of IT infrastructure solutions and maintenance services, money lending and securities trading 開發及銷售電腦軟件及硬件、提供系統集成及相關支援服務、提供資訊科技基礎設施解決方案及維護服務、放債以及證券買賣	72,888	1.27%	9,397	11,060	0.86%	1,663	1,097	-	

**Note:** Investments costs in these investee companies represented the initial acquisition cost for the investee companies. The investments in these investee companies were made by the Group in prior years. For that part of investments in these investee companies which were made in prior years, it was subject to unrealised gain/(loss) on change in fair value was recognised at the financial year end of the respective years. The unrealised gain/(loss) on change in fair value of these investee companies for the year ended 31 March 2018 excluded unrealised gain/(loss) being recognised in prior years.

**附註：**於該等被投資公司之投資成本指初始收購該等被投資公司之成本。本集團於過往年度向該等被投資公司作出投資。就於過往年度向該等被投資公司作出之該部分投資而言，已於各年度財政年度結算日確認未變現公平值變動收益/(虧損)。截至二零一八年三月三十一日止年度，該等被投資公司之未變現公平值變動收益/(虧損)不包括過往年度確認之收益/(虧損)。

## 15 Financial assets at fair value through profit or loss (Continued)

### (a) Listed equity securities in Hong Kong (Continued)

The fair values of listed equity securities are determined based on the quoted market closing price available on the Main Board and GEM of the Stock Exchange at the end of the reporting period.

Assuming the portfolio of the Group's equity investments remained unchanged, the market values of the Group's listed equity securities in Hong Kong as at the date of approval of these consolidated financial statements were approximately HK\$86,636,000. In accordance with the respective accounting policy, the changes in fair value will be recognised in profit or loss subsequent to the year end.

### (b) Unlisted convertible bonds in Hong Kong

On 18 April 2016, the Group subscribed unsecured, three-year maturity 2% coupon convertible bonds with a principal amount of HK\$12,000,000 from Deson Construction International Holdings Limited ("Deson"), a company listed on GEM of the Stock Exchange.

The Group, as a holder of the convertible bonds has:

- i) an option to request Deson to redeem the convertible bonds by the Group at its principal amount outstanding together with all accrued and unpaid interest at the date of redemption on 17 April 2019 or the occurrence of other conditions as provided for under the definitive subscription agreement; and
- ii) an option to convert the convertible bonds into ordinary shares of Deson at the conversion price based on certain conditions on the date of conversion as provided for under the definitive subscription agreement.

The convertible bonds, together with abovementioned options, were designated as a financial asset at fair value through profit or loss and recognised at fair values.

## 15 按公平值計入損益之金融資產 (續)

### (a) 於香港之上市股本證券(續)

上市股本證券之公平值按呈報期末聯交所主板及GEM市場收市報價釐定。

假設本集團之股權投資組合維持不變，於該等綜合財務報表批准日期本集團之於香港之上市股本證券市值約為86,636,000港元。根據相關會計政策，公平值變動將於年度結算日後於損益確認。

### (b) 於香港之非上市可換股債券

於二零一六年四月十八日，本集團向迪臣建設國際集團有限公司(「迪臣」)(聯交所GEM上市公司)認購無抵押三年期票息2%之可換股債券，本金額為12,000,000港元。

本集團(作為可換股債券持有人)擁有：

- i) 本集團要求迪臣於二零一九年四月十七日到期日或最終認購協議規定之其他條件發生時，贖回可換股債券本金額以及所有應計及未償利息之選擇權；及
- ii) 根據於最終認購協議所規定，按照若干條件，於轉換日期以轉換價將可換股債券轉換為迪臣普通股之選擇權。

可換股債券及上述選擇權指定為按公平值計入損益之金融資產，並按公平值確認。



## 16 Trade and other receivables

Trade receivables	應收貿易款項
Less: allowance for doubtful debts (note 16(b))	減：呆賬撥備(附註 16(b))
Other receivables	其他應收款項
Prepayments and deposits	預付款項及按金

Included in the Group's other receivables, prepayments and deposits were rental, utilities and other deposits amounting to approximately HK\$40,816,000 (2017: HK\$39,410,000), which are expected to be recovered or recognised as expenses after more than one year. All of the other trade and other receivables are expected to be recovered or recognised as expenses within one year.

Included in the Group's other receivables were amounts due from slimming business partners and consultants of approximately HK\$64,807,000 (2017: HK\$87,039,000), net of allowance for doubtful debts of approximately HK\$14,796,000 (2017: HK\$14,794,000) and advances to staff of approximately HK\$1,346,000 (2017: HK\$1,315,000).

## 16 應收貿易款項及其他應收款項

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
329,571	249,794
(6,139)	(3,350)
<b>323,432</b>	<b>246,444</b>
79,050	97,185
50,830	45,536
<b>129,880</b>	<b>142,721</b>

計入本集團之其他應收款項、預付款項及按金為租金、公用設施及其他按金約40,816,000港元(二零一七年：39,410,000港元)，預期於超過一年後收回或確認為開支。所有其他應收貿易款項及其他應收款項預期於一年內收回或確認為開支。

計入本集團之其他應收款項為應收纖體業務夥伴及顧問之款項約64,807,000港元(二零一七年：87,039,000港元)(扣除呆賬撥備約14,796,000港元(二零一七年：14,794,000港元)後)；及向員工墊付之款項約1,346,000港元(二零一七年：1,315,000港元)。

16 Trade and other receivables (Continued)

(a) Ageing analysis

As at the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of allowance for doubtful debts, is as follows:

Less than 1 month	少於1個月
1 to 2 months	1至2個月
More than 2 months but less than 4 months	多於2個月但少於4個月
More than 4 months but less than 12 months	多於4個月但少於12個月
More than 12 months	12個月以上

Trade receivables are usually due within 30 to 90 days from the date of billing. Further details on the Group's credit policy are set out in note 28(a).

(b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see note 2(n)(i)).

16 應收貿易款項及其他應收款項

(續)

(a) 賬齡分析

於呈報期末，應收貿易款項(基於發票日期及扣除呆賬撥備後)之賬齡分析如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
318,990	241,292
1,902	783
1,607	248
60	445
873	3,676
<b>323,432</b>	<b>246,444</b>

應收貿易款項一般由發票日期起計30至90日到期。本集團信貸政策之進一步詳情載於附註28(a)。

(b) 應收貿易款項減值

應收貿易款項之減值虧損使用撥備賬記錄，除非本集團信納收回該款項之可能性極低，在該情況下，減值虧損直接於應收貿易款項撇銷(見附註2(n)(i))。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 16 Trade and other receivables (Continued)

### (b) Impairment of trade receivables (Continued)

The movements in the allowance for doubtful debt during the year, including both specific and collective loss components, are as follows:

At 1 April	於四月一日
Impairment loss recognised	已確認之減值虧損
Reversal of impairment loss	減值虧損撥回
Exchange adjustments	匯兌調整
At 31 March	於三月三十一日

At 31 March 2018, the Group's trade receivables of approximately HK\$6,139,000 (2017: HK\$3,350,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in default in payments and management assessed that the recoverability of the amount is remote. Consequently, specific allowance for doubtful debts of HK\$6,139,000 (2017: HK\$3,350,000) was recognised.

## 16 應收貿易款項及其他應收款項 (續)

### (b) 應收貿易款項減值(續)

年內，呆賬撥備(包括個別及共同虧損部分)之變動如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
3,350	855
3,685	2,557
(1,210)	—
314	(62)
<b>6,139</b>	<b>3,350</b>

於二零一八年三月三十一日，本集團之應收貿易款項約6,139,000港元(二零一七年：3,350,000港元)被個別釐定為已減值。該個別減值應收款項與違約付款之客戶有關，而管理層評估收回應收款項之可能性極低。因此，呆賬特別撥備6,139,000港元(二零一七年：3,350,000港元)已確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 16 Trade and other receivables (Continued)

### (c) Trade receivables that are not impaired

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

Neither past due nor impaired	既無逾期及亦無減值
Less than 1 month past due	逾期少於1個月
1 to 2 months past due	逾期1至2個月
More than 2 months but less than 4 months past due	逾期多於2個月但少於4個月
More than 4 months but less than 12 months past due	逾期多於4個月但少於12個月
More than 12 months past due	逾期12個月以上

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

## 16 應收貿易款項及其他應收款項

(續)

### (c) 並無減值之應收貿易款項

既無個別亦無共同地被視作將予減值之應收貿易款項之賬齡分析如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
320,251	229,209
3,106	12,805
—	739
—	38
—	237
75	3,416
3,181	17,235
323,432	246,444

既無逾期亦無減值之應收款項與多名並無近期拖欠記錄之客戶有關。

已逾期但並無減值之應收款項與多名於本集團擁有良好往績記錄之獨立客戶有關。根據過往經驗，由於信貸質素並無重大變動，且結餘仍被視為可全數收回，故管理層相信毋須就該等結餘作出減值撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 17 Loans and interest receivables

The Group's loans and interest receivables arise from the money lending business of providing loans in Hong Kong by a wholly-owned subsidiary of the Company. The Group seeks to maintain strict control over its outstanding loans and interest receivables to minimise credit risk. Overdue balances are reviewed regularly by management.

## 17 應收貸款及利息

本集團應收貸款及利息自於香港提供貸款予本公司全資擁有附屬公司之放債業務產生。本集團致力嚴格管控其未償還應收貸款及利息以盡量降低信貸風險。管理層定期審閱逾期結餘。

		2018 二零一八年			2017 二零一七年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loans secured by personal guarantees	個人擔保之抵押貸款	13,723	83	13,806	8,721	107	8,828
Unsecured loans	無抵押貸款	42,093	328	42,421	51,200	281	51,481
		55,816	411	56,227	59,921	388	60,309
Current portion included under current assets	列示於流動資產項下之即期部分	(55,776)	(411)	(56,187)	(59,921)	(388)	(60,309)
Amounts due after 1 year included under non-current assets	列示於非流動資產項下之於1年後到期之款項	40	—	40	—	—	—

Loans receivable are interest-bearing at rates ranging from 10% to 42% (2017: 8% to 54%) per annum and repayable on maturity under the terms of contractual agreements or on demand in writing by the Group.

應收貸款以年利率介乎10厘至42厘(二零一七年：8厘至54厘)計息，且須根據合約協議條款的到期日或按本集團書面要求償還。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 17 Loans and interest receivables (Continued)

### (a) Ageing analysis

Ageing analysis is prepared based on contractual due dates:

		2018 二零一八年			2017 二零一七年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Neither past due nor impaired	既無逾期及亦 無減值	55,816	351	56,167	58,421	388	58,809
Less than 1 month past due	逾期少於1個月	—	49	49	1,500	—	1,500
1 to 3 months past due	逾期1至3個月	—	11	11	—	—	—
		—	60	60	1,500	—	1,500
		55,816	411	56,227	59,921	388	60,309

The credit quality of loans and interest receivables that are neither past due nor impaired has been assessed by reference to historical information about counterparty default rates. The existing counterparties do not have defaults in the past.

In respect of loans and interest receivables which have been past due, the amounts mainly represent occasional delay in repayment and they were fully settled subsequent to the end of the reporting period. Accordingly, the management is of the opinion that no impairment allowance on these individual loans is necessary.

## 17 應收貸款及利息(續)

### (a) 賬齡分析

基於合約到期日之賬齡分析如下：

		2018 二零一八年			2017 二零一七年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Neither past due nor impaired	既無逾期及亦 無減值	55,816	351	56,167	58,421	388	58,809
Less than 1 month past due	逾期少於1個月	—	49	49	1,500	—	1,500
1 to 3 months past due	逾期1至3個月	—	11	11	—	—	—
		—	60	60	1,500	—	1,500
		55,816	411	56,227	59,921	388	60,309

既無逾期及亦無減值應收貸款及利息之信貸素質已參照有關對手違約率歷史資料進行評估。目前對手方過去概無違約。

就逾期應收貸款及利息而言，款項主要為偶然拖延之還款，且於報告期末後均已獲悉數償還。因此，管理層認為無必要就該等個別貸款作出減值撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 18 Amounts due from/to related parties

Amounts due from:

- related companies (*note*)
- a holder of non-controlling interest

應收款項：

- 關連公司(附註)
- 非控股權益持有人

Amounts due to:

- a director of a subsidiary
- a holder of non-controlling interest

應付款項：

- 一間附屬公司之一名董事
- 非控股權益持有人

*Note:* Certain directors of subsidiaries have significant influence over these related companies.

The amounts due from or to related parties are unsecured, interest free and repayable on demand.

## 19 Bank loans

The bank loans are repayable within one year, and secured by pledge of certain trade receivables of the Group amounting to approximately HK\$222,396,000 (2017: HK\$143,342,000) and personal guarantee by a director of a subsidiary.

Details on interest rate profile of the Group are set out in note 28(c).

## 20 Trade and other payables

Trade payables  
Other payables and accrued charges

應付貿易款項  
其他應付款項及應計費用

## 18 應收／應付關連人士款項

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
177	1,428
2	2
<b>179</b>	<b>1,430</b>
—	22,633
<b>16,246</b>	<b>14,675</b>
<b>16,246</b>	<b>37,308</b>

*附註：*若干附屬公司董事對該等有關連公司擁有重大影響力。

應收或應付關連人士款項為無抵押、免息及須按要求償還。

## 19 銀行貸款

銀行貸款須於一年內償還，並以質押本集團若干應收貿易款項約222,396,000港元(二零一七年：143,342,000港元)及一間附屬公司之一名董事之個人擔保作抵押。

有關本集團之利率風險詳情載於附註28(c)。

## 20 應付貿易款項及其他應付款項

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
52,983	38,938
132,702	130,449
<b>185,685</b>	<b>169,387</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 20 Trade and other payables (Continued)

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

Included in trade and other payables are trade creditors with the following ageing analysis as of the end of the reporting period:

Due within 1 month or on demand

於1個月內或於要求時到期

## 20 應付貿易款項及其他應付款項

(續)

所有應付貿易款項及其他應付款項預期將於一年內清償或確認為收入或須按要求償還。

以下為計入應付貿易款項及其他應付款項之應付貿易款項於呈報期末之賬齡分析：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
52,983	38,938

## 21 Amount due to a director

At 31 March 2018, the amount due to a director, Dr. Cheung Yuk Shan, Shirley, is unsecured, interest free and repayable on demand.

At 31 March 2017, the amount due to a director, Dr. Cheung Yuk Shan, Shirley, was unsecured and repayable on demand. Apart from a loan of HK\$20,000,000 which was interest-bearing at 2% per annum, the amount due to the director was interest free.

## 21 應付一名董事款項

於二零一八年三月三十一日，應付董事張玉珊博士之款項為無抵押、免息及須按要求償還。

於二零一七年三月三十一日，應付董事張玉珊博士之款項為無抵押及須按要求償還。除貸款20,000,000港元以年利率2厘計息外，應付董事款項為免息。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 22 Income tax in the consolidated statement of financial position

(a) Current taxation in the consolidated statement of financial position represents:

Hong Kong Profits Tax	香港利得稅
– Provision for the year (note 6(a))	– 年內撥備(附註6(a))
– Provisional tax paid	– 已付暫繳稅
– Balance of profit tax provision relating to prior year	– 有關過往年度利得稅撥備結餘
PRC Enterprise Income Tax	中國企業所得稅
– Provision for the year (note 6(a))	– 年內撥備(附註6(a))
– Provisional tax paid	– 已付暫繳稅

## 22 綜合財務狀況表內之所得稅

(a) 於綜合財務狀況表內之當期稅項指：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
–	14,422
(296)	(427)
(296)	13,995
9,913	2,766
9,617	16,761
11,223	10,445
(7,981)	(8,638)
3,242	1,807
12,859	18,568

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 22 Income tax in the consolidated statement of financial position (Continued)

### (b) Deferred tax

#### (i) Deferred tax liabilities recognised:

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:	以下各項所產生之遞延稅項：
At 1 April 2016	於二零一六年四月一日
Exchange adjustments	匯兌調整
At 31 March 2017	於二零一七年三月三十一日
At 1 April 2017	於二零一七年四月一日
Exchange adjustments	匯兌調整
At 31 March 2018	於二零一八年三月三十一日

#### (ii) Deferred tax liabilities not recognised:

At 31 March 2018, the Group has not recognised deferred tax liabilities relating to temporary differences of approximately HK\$39,437,000 (2017: HK\$27,951,000).

## 22 綜合財務狀況表內之所得稅(續)

### (b) 遞延稅項

#### (i) 已確認之遞延稅項負債：

於綜合財務狀況表確認之遞延稅項負債部分及於年內之變動如下：

Depreciation in excess of the related depreciation allowances	Other temporary differences	Total
折舊超出相關折舊撥備	其他暫時差額	合共
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
931	3,076	4,007
(57)	(189)	(246)
874	2,887	3,761
874	2,887	3,761
93	309	402
967	3,196	4,163

#### (ii) 未確認遞延稅項負債：

於二零一八年三月三十一日，本集團並無就暫時差額約39,437,000港元(二零一七年：27,951,000港元)確認遞延稅項負債。

## 22 Income tax in the consolidated statement of financial position (Continued)

### (b) Deferred tax (Continued)

#### (iii) Deferred tax assets not recognised:

At 31 March 2018, the Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$305,022,000 (2017: HK\$256,364,000) and deductible temporary differences of approximately HK\$24,742,000 (2017: HK\$15,516,000) as it is not probable that future taxable profits, against which the assets can be utilised, will be available in any relevant tax jurisdiction or entity. Of the total tax losses, approximately HK\$145,606,000 (2017: HK\$109,968,000) will expire within 5 years and the remaining tax losses of approximately HK\$159,416,000 (2017: HK\$146,395,000) have no expiry date under the current tax legislation.

## 23 Defined contribution retirement plans

The Group operates the Mandatory Provident Fund Scheme ("MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance (the "Ordinance"). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, certain subsidiaries of the Group and the eligible employees are each required to make monthly mandatory contributions to the plan at 5% of the employees' relevant income subject to a cap of monthly relevant income of HK\$30,000. Contributions to the scheme vest immediately.

At 31 March 2018 and 2017, certain employees of the Group had completed the required number of years of service under the Ordinance and are eligible for long service payments on termination of their employment. The Group is only liable to make such payments when the termination meets the required circumstances specified in the Ordinance and the employees' entitlement is not covered by the aforesaid MPF scheme. At 31 March 2018 and 2017, the Group's contributions to the MPF scheme and the accrued interest thereon exceeded the potential liabilities should the required circumstances specified in the Ordinance be met.

## 22 綜合財務狀況表內之所得稅(續)

### (b) 遞延稅項(續)

#### (iii) 未確認遞延稅項資產：

於二零一八年三月三十一日，由於在任何相關稅務司法權區或實體不大可能有未來應課稅溢利可動用資產，故本集團並無就累計稅項虧損約305,022,000港元(二零一七年：256,364,000港元)及可扣稅暫時差額約24,742,000港元(二零一七年：15,516,000港元)確認遞延稅項資產。稅項虧損總額中，約145,606,000港元(二零一七年：109,968,000港元)將於五年內屆滿，而餘下稅項虧損約159,416,000港元(二零一七年：146,395,000港元)根據現行稅法並無屆滿日。

## 23 界定供款退休計劃

本集團根據香港強制性公積金計劃條例為根據香港僱傭條例(「該條例」)司法管轄權聘用之僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理之定額供款退休計劃。根據強積金計劃，本集團若干附屬公司及合資格僱員各自須按僱員有關入息之5%向計劃作出每月強制性供款。各方之強制性供款上限為每月相關收入30,000港元。向計劃作出之供款即時歸屬。

於二零一八年及二零一七年三月三十一日，本集團若干僱員已完成該條例項下之規定服務年期，並合資格於彼等終止受僱時獲得長期服務金。本集團僅須在終止符合該條例指定之情況下方須作出付款，而僱員可得之金額並不受上述強積金計劃涵蓋。於二零一八年及二零一七年三月三十一日，本集團向強積金計劃作出之供款及其累計利息超逾假設符合該條例指定之情況之潛在負債。

## 23 Defined contribution retirement plans

(Continued)

The Group's subsidiaries in the PRC also participate in defined contribution retirement schemes covering its full-time PRC employees. The schemes are administered by the relevant government authorities in the PRC. The Group and the PRC employees are required to make contributions based on certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC and the relevant government authorities undertake to assume the retirement benefit obligations of all existing and future retired employees of the Group's subsidiaries in the PRC.

## 24 Equity-settled share-based transactions

### (a) Share option scheme adopted on 4 November 2003

The Company has adopted a share option scheme on 4 November 2003 (the "Expired Share Option Scheme"). The purpose of the Expired Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of its subsidiaries. Eligible participants of the Expired Share Option Scheme include full-time or part-time employees, executives or officers (including executive, non-executive directors and independent non-executive directors) of the Company and/or any of its subsidiaries and any suppliers, consultants, agents or advisers who, in the sole opinion of the Board, have contributed to the Company and/or such subsidiaries.

Share options are granted to the eligible participants at a consideration of HK\$1. Each option gives the holder the right to subscribe for one ordinary share in the Company. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than five years after it has been granted. No option may be granted more than 10 years after the date of approval of the Expired Share Option Scheme.

## 23 界定供款退休計劃(續)

本集團於中國之附屬公司亦為其中國全職僱員參與界定供款退休計劃。該等計劃由中國有關政府機關管理。本集團及中國僱員須按中國規定所訂定之適用薪資成本之若干百分比作出供款，而相關政府機關承諾承擔本集團中國附屬公司之全體現有及日後退休僱員之退休福利責任。

## 24 權益結算股份付款交易

### (a) 於二零零三年十一月四日採納之購股權計劃

本公司於二零零三年十一月四日採納一項購股權計劃(「已屆滿購股權計劃」)。已屆滿購股權計劃旨在讓本公司向合資格參與者授予購股權，作為彼等對本公司及／或其任何附屬公司帶來貢獻或潛在貢獻之鼓勵或獎勵。已屆滿購股權計劃之合資格參與者包括本公司及／或其任何附屬公司之全職或兼職僱員、行政人員或高級職員(包括執行、非執行董事及獨立非執行董事)，以及董事會全權認為對本公司及／或該等附屬公司作出貢獻之任何供應商、顧問、代理人或提供意見之人士。

購股權按代價1港元授予合資格參與者。每份購股權給予持有人權利可認購一股本公司普通股。購股權之行使期將由董事會全權決定，惟購股權於授出超過五年後不得行使。自己屆滿購股權計劃批准日期起計超過十年後不得授出購股權。

## 24 Equity-settled share-based transactions

(Continued)

### (a) Share option scheme adopted on 4 November 2003

(Continued)

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Expired Share Option Scheme and any other share option plans of the Company at any time shall not exceed 30% of the shares in issue from time to time.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Expired Share Option Scheme and any other share option plans of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to the date of grant in excess of 1% of the number of shares in issue as at the date of grant, are subject to the Company issuing a circular and the approval from the Company's shareholders in a general meeting.

The exercise price for a share in respect of any particular option granted under the Expired Share Option Scheme (which shall be payable upon exercise of the option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the official closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

## 24 權益結算股份付款交易(續)

### (a) 於二零零三年十一月四日採納之購股權計劃(續)

根據已屆滿購股權計劃及本公司任何其他購股權計劃隨時授出但未行使之所有未獲行使購股權獲行使時可能發行之股份最高數目，不得超過不時已發行股份之30%。

已發行股份及根據已屆滿購股權計劃及本公司任何其他購股權計劃向各合資格參與人授出購股權(包括已行使、已註銷及未獲行使之購股權)獲行使時可能發行之股份總數，倘於截至授出日期止任何十二個月期間超過授出日期已發行股份數目之1%，則本公司須就此發出通函並取得本公司股東於股東大會上批准。

根據已屆滿購股權計劃授出之任何特定購股權，其認購股份之行使價(須在行使購股權時繳付)應由董事會全權決定，惟該價格不得低於(i)股份於授出日期(必須為營業日)在聯交所日報表所報之正式收市價；(ii)股份於緊接授出日期前五個營業日在聯交所日報表所報之平均收市價；及(iii)股份面值(以最高者為準)。



## 24 Equity-settled share-based transactions

(Continued)

### (b) Share option scheme adopted on 24 February 2016

On 24 February 2016, the Company has adopted a new share option scheme (the “New Share Option Scheme”). The purpose of the New Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of its subsidiaries. Eligible participants of the New Share Option Scheme include full-time or part-time employees, executives or officers (including executive, non-executive directors and independent non-executive directors) of the Company and/or any of its subsidiaries and any consultants, agents or advisers who, in the sole opinion of the Board, have contributed to the Company and/or such subsidiaries.

Share options are granted to the eligible participants at a consideration of HK\$1. Each option gives the holder the right to subscribe for one ordinary share in the Company. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than five years after it has been granted. No option may be granted more than 10 years after the date of approval of the New Share Option Scheme.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option plans of the Company at any time shall not exceed 30% of the shares in issue from time to time.

## 24 權益結算股份付款交易(續)

### (b) 於二零一六年二月二十四日採納之購股權計劃

本公司於二零一六年二月二十四日採納一項新購股權計劃(「新購股權計劃」)。新購股權計劃旨在讓本公司向合資格參與者授予購股權，作為彼等對本公司及／或其任何附屬公司帶來貢獻或潛在貢獻之鼓勵或獎勵。新購股權計劃之合資格參與者包括本公司及／或其任何附屬公司之全職或兼職僱員、行政人員或高級職員(包括執行、非執行董事及獨立非執行董事)，以及董事會全權認為對本公司及／或該等附屬公司作出貢獻之任何顧問、代理人或提供意見之人士。

購股權按代價1港元授予合資格參與者。每份購股權給予持有人權利可認購一股本公司普通股。購股權之行使期將由董事會全權決定，惟購股權於授出超過五年後不得行使。自新購股權計劃批准日期起計超過十年後不得授出購股權。

根據新購股權計劃及本公司任何其他購股權計劃隨時授出但未行使之所有未獲行使購股權獲行使時可能發行之股份最高數目，不得超過不時已發行股份之30%。



## 24 Equity-settled share-based transactions

(Continued)

### (b) Share option scheme adopted on 24 February 2016

(Continued)

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option plans of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to the date of grant in excess of 1% of the number of shares in issue as at the date of grant, are subject to the Company issuing a circular and the approval from the Company's shareholders in a general meeting.

The exercise price for a share in respect of any particular option granted under the New Share Option Scheme (which shall be payable upon exercise of the option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the official closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

## 24 權益結算股份付款交易(續)

### (b) 於二零一六年二月二十四日採納之購股權計劃(續)

已發行股份及根據新購股權計劃及本公司任何其他購股權計劃向各合資格參與人授出購股權(包括已行使、已註銷及未獲行使之購股權)獲行使時可能發行之股份總數，倘於截至授出日期止任何十二個月期間超過授出日期已發行股份數目之1%，則本公司須就此發出通函並取得本公司股東於股東大會上批准。

根據新購股權計劃授出之任何特定購股權，其認購股份之行使價(須在行使購股權時繳付)應由董事會全權決定，惟該價格不得低於(i)股份於授出日期(必須為營業日)在聯交所日報表所報之正式收市價；(ii)股份於緊接授出日期前五個營業日在聯交所日報表所報之平均收市價；及(iii)股份面值(以最高者為準)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 24 Equity-settled share-based transactions

(Continued)

(c) The terms and conditions of the grants that existed during the years ended 31 March 2018 and 2017 are as follows:

## 24 權益結算股份付款交易(續)

(c) 於截至二零一八年及二零一七年三月三十一日止年度存在之授出條款及條件如下：

		Number of options 購股權數目	Contractual life of options 購股權之合約年期
Options granted to directors: — on 10 March 2016	授予董事之購股權： — 於二零一六年三月十日	18,211,359	5.0 years 年
Options granted to Chief Executive Officer — on 10 March 2016	授予行政總裁之購股權： — 於二零一六年三月十日	18,211,359	5.0 years 年
Options granted to suppliers/ consultants: — on 22 February 2012	授予供應商／顧問之 購股權： — 於二零一二年 二月二十二日	6,894,300	5.0 years 年
Total share options	購股權總數	43,317,018	

24 Equity-settled share-based transactions

(Continued)

24 權益結算股份付款交易(續)

(d) The number and weighted average exercise prices of share options are as follows:

(d) 購股權數目及加權平均行使價如下：

		2018 二零一八年		2017 二零一七年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均行使價 HK\$ 港元	購股權數目	加權平均行使價 HK\$ 港元	購股權數目
Outstanding at the beginning of the year	於年初尚未行使	0.1320	36,422,718	0.1784	43,317,018
Expired during the year	於年內到期	N/A 不適用	—	0.4239	(6,894,300)
Outstanding at the end of the year	於年終尚未行使	0.1320	36,422,718	0.1320	36,422,718
Exercisable at the end of the year	於年終可行使	0.1320	36,422,718	0.1320	36,422,718

The options outstanding at 31 March 2018 had an exercise price of HK\$0.1320 (2017: HK\$0.1320) and a weighted average remaining contractual life of 2.94 years (2017: 3.94 years).

於二零一八年三月三十一日尚未行使購股權之行使價為0.1320港元(二零一七年：0.1320港元)，加權平均剩餘合約年期為2.94年(二零一七年：3.94年)。

(e) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a Binomial Lattice model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the model.

(e) 購股權公平值及假設

就已授出購股權之已收取服務公平值乃參考所授出購股權之公平值計量。已授出購股權之公平值估計按二項式點陣模式作出估計。購股權合約年期為該模式之輸入數據。該模式已包括對提早行使之預期。

## 24 Equity-settled share-based transactions

(Continued)

### (e) Fair value of share options and assumptions

(Continued)

The number and exercise prices of the options and the share price of these options at the grant date as disclosed in (c), (d) and (e) above are adjusted to reflect the effect of share consolidation, which was completed on 23 September 2016 (see note 27(a)(ii)).

## 25 Other liabilities

On 28 December 2012, the Company, Bravo Media Limited (“BML”) and Beauty University Management Limited (“BUML”) entered into an investment agreement with an independent third party, pursuant to which the independent third party subscribed new shares in BUML, representing 20% of the enlarged issued share capital of BUML, at a cash consideration of HK\$20,000,000. Further details of this transaction were set out in the Company’s announcement dated 28 December 2012.

Prior to the issue of new shares under the investment agreement, BUML was a wholly-owned subsidiary of BML which is wholly-owned by the Company. Upon the issue of new shares in BUML on 28 March 2013, the Group’s effective interest in BUML was reduced from 100% to 80%. This change in the Group’s interest in BUML did not result in a loss of control over BUML and was accounted for as an equity transaction, whereby adjustments were made to reflect an increase in non-controlling interests of approximately HK\$3,508,000 and an increase in other reserve of approximately HK\$16,492,000 at the date of issue of the new shares in BUML.

## 24 權益結算股份付款交易 (續)

### (e) 購股權公平值及假設 (續)

誠如上文(c)、(d)及(e)披露，購股權數目及行使價以及該等購股權於授出日期之股價已調整，以反映於二零一六年九月二十三日完成之股份合併(見附註27(a)(ii))之影響。

## 25. 其他負債

於二零一二年十二月二十八日，本公司、Bravo Media Limited (「BML」)及美麗大學管理有限公司(「美麗大學」)與獨立第三方訂立投資協議。據此，獨立第三方以現金代價20,000,000港元認購美麗大學之新股份，即美麗大學經擴大已發行股本之20%。是項交易之進一步詳情載於本公司日期為二零一二年十二月二十八日之公佈內。

根據投資協議發行新股份前，美麗大學為BML之全資附屬公司，而BML為本公司之全資附屬公司。於二零一三年三月二十八日發行美麗大學新股份後，本集團於美麗大學之實際權益由100%減少至80%。本集團於美麗大學權益之是項變動並無導致失去美麗大學之控制權，是項變動入賬列為股權交易，並已作出調整，以反映於發行美麗大學新股份當日約3,508,000港元之非控股權益增加及約16,492,000港元之其他儲備增加。

## 25 Other liabilities (Continued)

Pursuant to the investment agreement, in the event that BUML fails to procure the listing of its shares or the listing of the shares of an entity holding the business of BUML on an internationally recognised stock exchange with the market capitalisation size of such listing of not less than HK\$200,000,000 on or before 28 December 2017, the independent third party shall have the right, but not an obligation, to request the Company to purchase all of the shares of BUML then held by the independent third party for HK\$20,000,000 (the “Put Option Right”) within 90 days from the receipt of the written notice by BUML from the independent third party to communicate its intent to exercise the Put Option Right (the “Put Option Notice Period”). If the Company fails to purchase all of the shares of BUML then held by the independent third party for HK\$20,000,000 within the Put Option Notice Period, BML and/or the Company shall be obligated to take up and fulfill BUML’s obligations in relation to the Put Option Right under the investment agreement within 90 days from the end of the Put Option Notice Period. The fair value of gross liability of HK\$16,444,000 of the Group and of the Company under the Put Option Right has been accounted for as other liabilities in the consolidated and Company’s statement of financial position. The effective interest rate of the other liabilities is 4.00% per annum. During the year ended 31 March 2018, an imputed interest on the other liabilities of HK\$763,000 (2017: HK\$740,000) is recognised as finance costs in the consolidated statement of profit or loss.

On 27 March 2018, as the Put Option Notice Period had been expired, the fair value of gross liability of HK\$16,444,000 and cumulative imputed interest of HK\$3,556,000 were derecognised.

## 25. 其他負債(續)

根據投資協議，倘美麗大學未能於二零一七年十二月二十八日當日或之前促使其股份於國際認可證券交易所上市或持有美麗大學業務之實體之股份於國際認可證券交易所上市(有關上市之市值規模不得低於200,000,000港元)，則獨立第三方擁有權利(惟非責任)可要求本公司於美麗大學接獲獨立第三方之書面通知，於傳達其行使認沽期權(「認沽期權」)權利之意向後90日內(「認沽期權通知期」)以20,000,000港元購買當時由獨立第三方持有之所有美麗大學股份。倘本公司未能於認沽期權通知期內以20,000,000港元購買當時由獨立第三方持有之所有美麗大學股份，BML及／或本公司有責任於認沽期權通知期末起計90日內承擔及履行美麗大學根據投資協議就認沽期權權利承擔之責任。本集團及本公司於認沽期權項下之總負債公平值16,444,000港元於綜合及本公司財務狀況表內入賬列作其他負債。其他負債之實際年利率為4.00厘。截至二零一八年三月三十一日止年度，其他負債之估算利息763,000港元(二零一七年：740,000港元)於綜合損益表確認為融資成本。

於二零一八年三月二十七日，由於認沽期權通知期已屆滿，總負債之公平值16,444,000港元及累計估算利息3,556,000港元已獲終止確認。

## 26 Convertible notes

On 20 December 2013, the Company issued a three-year, 2% per annum convertible note with a principal amount of HK\$20,000,000 (the "CN") to Dr. Cheung Yuk Shan, Shirley, a director of the Company. Interest is payable annually in arrears.

The director has the right to convert, on any business day from the date of issue of the CN until 5 business days before the maturity date, being 20 December 2016, the whole or part only, in multiples of HK\$1,000,000 of the principal amount of the CN, into ordinary shares of the Company at a conversion price of HK\$0.272 (adjusted for the share consolidation which was completed on 23 September 2016 (see note 27(a)(ii)).

As the CN had not been converted, it had been redeemed by the Company on 20 December 2016. The director would not demand for repayment of the amount owing prior to 20 March 2017. As such, the amount had been converted into an unsecured loan due to the director and transferred to "amount due to a director". It continued to bear interest at 2% per annum. The CN issued had been split as to the liability and equity components, as follows:

At 1 April 2016  
Effective interest expense  
Interest paid  
Transfer to amount due to a director

於二零一六年四月一日  
實際利息開支  
已付利息  
轉撥至應付一名董事款項

HK\$'000  
千港元

19,759  
641  
(400)  
(20,000)

Liability component at 31 March 2017

於二零一七年三月三十一日之負債部分

—

For the year ended 31 March 2017, the relevant equity component of HK\$1,214,000 was transferred from convertible notes reserve to retained profits upon redemption. The effective interest rate of the liability component was 4.11% per annum.

## 26 可換股債券

於二零一三年十二月二十日，本公司向本公司董事張玉珊博士發行本金額為20,000,000港元、三年期及年利率2厘之可換股票據（「可換股票據」），須每年支付前期利息。

該名董事有權於可換股票據發行日期起直至到期日（即二零一六年十二月二十日）前5個營業日期間任何營業日，按0.272港元之轉換價（已就二零一六年九月二十三日完成之股份合併作出調整（見附註27(a)(ii)）將可換股票據全部或部分轉換為本公司普通股（僅為1,000,000港元之倍數）。

由於可換股票據尚未獲轉換，本公司已於二零一六年十二月二十日將票據贖回。該名董事不會要求償還於二零一七年三月二十日前所積欠款項。因此，該款項已轉換為應付該董事之無抵押貸款並轉撥至「應付一名董事款項」。其會持續以每年2厘計息。已發行之可換股票據已分為負債及權益兩部分，詳情如下：

截至二零一七年三月三十一日止年度，相關權益部分1,214,000港元已於贖回後由可換股票據儲備轉讓至保留溢利。負債部分之實際利率為每年4.11%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 27 Capital, reserves and dividends

### (a) Share capital

#### (i) Authorised and issued share capital

		Note 附註	Number of shares 股份數目 '000 千股	HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>			
Ordinary shares: At 1 April 2016 of HK\$0.01 each	普通股： 於二零一六年四月 一日每股面值 0.01 港元		10,000,000	100,000
Share consolidation Increase in authorised share capital	股份合併 增加法定股本	27(a)(ii)	(5,000,000)	—
		27(a)(iii)	15,000,000	300,000
At 31 March 2017, 1 April 2017 and 31 March 2018 of HK\$0.02 each	於二零一七年三月 三十一日、二零 一七年四月一日 及二零一八年三 月三十一日每股 面值0.02 港元		20,000,000	400,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>			
Ordinary shares: At 1 April 2016	普通股： 於二零一六年四月 一日		3,642,272	36,422
Share consolidation Issue of shares	股份合併 發行股份	27(a)(ii)	(1,821,136)	—
		27(a)(iv)	3,642,272	72,846
At 31 March 2017, 1 April 2017 and 31 March 2018	於二零一七年三月 三十一日、二零 一七年四月一日 及二零一八年三 月三十一日		5,463,408	109,268

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派之股息，並有權就每股股份於本公司大會上投一票。所有普通股就本公司之剩餘資產享有同等地位。

## 27 資本、儲備及股息

### (a) 股本

#### (i) 法定及已發行股本



**27 Capital, reserves and dividends (Continued)**

**(a) Share capital (Continued)**

**(ii) Share consolidation**

By an ordinary resolution passed at the extraordinary general meeting hold on 22 September 2016, every 2 issued and unissued ordinary shares of HK\$0.01 each were consolidated into 1 new ordinary share of HK\$0.02 each (the “Share Consolidation”). Following the Share Consolidation which has become effective on 23 September 2016, the authorised share capital of the Company was HK\$100,000,000 divided into 5,000,000,000 shares of HK\$0.02 each, of which 1,821,135,954 shares were in issue and fully paid.

**(iii) Increase in authorised share capital**

By an ordinary resolution passed at the extraordinary general meeting on 23 January 2017, the Company’s authorised share capital was increased from HK\$100,000,000 divided into 5,000,000,000 ordinary shares of HK\$0.02 each to HK\$400,000,000 divided into 20,000,000,000 ordinary shares of HK\$0.02 each by creation of additional 15,000,000,000 ordinary shares of HK\$0.02 each.

**(iv) Issue of shares in 2017**

On 3 March 2017, the Company issued 3,642,271,908 ordinary shares of HK\$0.02 each at a subscription price of HK\$0.10 per ordinary share (the “Rights Issue”), resulting in net proceeds of approximately HK\$352,354,000.

**(b) Dividend**

The directors do not recommend the payment of a dividend for the year ended 31 March 2018 (2017: HK\$Nil).

**27 資本、儲備及股息(續)**

**(a) 股本(續)**

**(ii) 股份合併**

根據於二零一六年九月二十二日舉行之股東特別大會上通過之普通決議案，每2股每股面值0.01港元之已發行及未發行普通股已合併為1股每股面值0.02港元之新普通股(「股份合併」)。於二零一六年九月二十三日生效之股份合併後，本公司之法定股本為100,000,000港元(分為5,000,000,000股每股面值0.02港元之股份)，其中1,821,135,954股股份為已發行及繳足。

**(iii) 增加法定股本**

根據於二零一七年一月二十三日之股東特別大會上通過之普通決議案，透過增設15,000,000,000股每股面值0.02港元之普通股，本公司之法定股本由100,000,000港元(分為5,000,000,000股每股面值0.02港元之普通股)增加至400,000,000港元(分為20,000,000,000股每股面值0.02港元之普通股)。

**(iv) 於二零一七年發行股份**

於二零一七年三月三日，本公司按每股普通股0.10港元之認購價發行3,642,271,908股每股面值0.02港元之普通股(「供股」)，產生所得款項淨額約352,354,000港元。

**(b) 股息**

董事並不建議派付截至二零一八年三月三十一日止年度之股息(二零一七年：零港元)。

## 27 Capital, reserves and dividends (Continued)

### (c) Nature and purpose of reserves

#### (i) Share premium reserve

Under the Companies Laws of the Cayman Islands where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on their shares shall be transferred to share premium account. The application of the share premium account is governed by the Companies Laws of the Cayman Islands.

No distribution or dividend may be paid to shareholders of the Company out of the share premium account unless immediately following the date on which the distribution or the dividend is proposed to be paid, the Company will be in a position to pay its debts as they fall due in the ordinary course of business.

#### (ii) Merger reserve

The merger reserve represents the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of the share capital and share premium of the subsidiaries acquired by the Company through exchange of shares under a group reorganisation scheme on 4 November 2003. Further details are set out in the Company's prospectus dated 10 November 2003.

#### (iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with accounting policy set out in note 2(aa).

## 27 資本、儲備及股息(續)

### (c) 儲備性質及目的

#### (i) 股份溢價儲備

根據開曼群島公司法，凡公司以溢價發行股份，不論為換取現金或其他原因，均須將一筆相等於其股份之溢價價值總額之款額撥入股份溢價賬。動用股份溢價賬受開曼群島公司法規管。

除非緊隨建議分派或派付股息日期後，本公司將可於債務在日常業務過程中到期時償還債務，否則不得自股份溢價賬向本公司股東分派或派付股息。

#### (ii) 合併儲備

合併儲備指本公司發行普通股之面值與本公司根據於二零零三年十一月四日之集團重組計劃藉交換股份所購入附屬公司股本及股份溢價總額兩者之差額。進一步詳情載於本公司日期為二零零三年十一月十日之招股章程。

#### (iii) 匯兌儲備

匯兌儲備包括換算海外附屬公司財務報表所產生之所有匯兌差額。儲備根據附註2(aa)所載之會計政策處理。

27 Capital, reserves and dividends (Continued)

(c) Nature and purpose of reserves (Continued)

(iv) Share-based payment reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to the eligible participants of the Share Option Scheme recognised in accordance with the accounting policy adopted for share-based payments in note 2(w).

(v) Convertible notes reserve

The convertible notes reserve represents the amount allocated to the unexercised equity component of the convertible notes issued by the Company recognised in accordance with the accounting policy adopted for convertible notes in note 2(s).

(vi) PRC statutory surplus reserve

Pursuant to the laws and regulations governing the PRC enterprises, a PRC subsidiary of the Group, which is a sino-foreign joint-venture enterprise, is required to allocate at least 10% of its after-tax profit but before dividend distribution to the general reserve until the reserve has reached 50% of their registered capital. The general reserve can only be used, upon approval by the relevant authority, to offset retained profits or increase capital. The appropriation for the year ended 31 March 2018 amounted to HK\$2,994,000 (2017: HK\$2,658,000).

The enterprise expansion fund can only be used to increase capital upon approval by the relevant authority. Appropriation to enterprise expansion fund is at the discretion of the board of directors of the PRC subsidiaries. There was no appropriation during the year (2017: HK\$Nil).

27 資本、儲備及股息(續)

(c) 儲備性質及目的(續)

(iv) 股份付款儲備

股份付款儲備指根據附註2(w)就股份付款採納之會計政策所確認授予購股權計劃合資格參與者之實際或估計未行使購股權數目之公平值。

(v) 可換股票據儲備

可換股票據儲備指根據附註2(s)可換股票據採納之會計政策所確認分配至本公司所發行可換股票據未行使權益部分之金額。

(vi) 中國法定盈餘儲備

根據監管中國企業之法律及法規，本集團一間中國附屬公司(為中外合營企業)須分配其至少10%除稅後但分派股息前溢利至一般儲備，直至該儲備達致其註冊資本之50%為止。一般儲備僅可於有關當局批准後用作抵銷保留溢利或增加資本。截至二零一八年三月三十一日止年度之分配達2,994,000港元(二零一七年：2,658,000港元)。

企業發展基金僅可於有關當局批准後用作增加資本。分配至企業發展基金按中國附屬公司董事會之酌情權作出。年內並無分配(二零一七年：零港元)。

## 27 Capital, reserves and dividends (Continued)

### (c) Nature and purpose of reserves (Continued)

#### (vi) PRC statutory surplus reserve (Continued)

The staff welfare and bonus fund can only be used for the welfare of the PRC subsidiaries' employees. Appropriation to the staff welfare and bonus fund is at the discretion of the board of directors of the PRC subsidiaries. For Hong Kong reporting purposes, this appropriation is charged to profit or loss and included in other payables and accrued charges in the consolidated statement of financial position.

#### (vii) Other reserve

Other reserve represents (i) the difference between the fair value of the consideration received and the carrying amount of the net assets of BUML attributable to the non-controlling interests; (ii) the fair value of gross liability of written put option issued by the Company in connection with the disposal of 20% equity interest in BUML that do not result in a loss of control by the Group (see note 25); and (iii) the excess of the fair value of consideration received for the disposal of 25% equity interest in a non-wholly owned subsidiary over the increase in the carrying amount of the non-controlling interest.

### (d) Distributability of reserves

At 31 March 2018, the Company's reserves available for distribution to owners of the Company amounted to approximately HK\$426,978,000 (2017: HK\$436,896,000).

## 27 資本、儲備及股息(續)

### (c) 儲備性質及目的(續)

#### (vi) 中國法定盈餘儲備(續)

員工福利及獎勵基金僅可用作中國附屬公司僱員之福利。分配至員工福利及獎勵基金按中國附屬公司董事會之酌情權作出。就香港申報而言，此分配自損益扣除，並計入綜合財務狀況表之其他應付款項及應計費用。

#### (vii) 其他儲備

其他儲備指(i)已收代價公平值與歸屬於非控股權益之美麗大學資產淨值賬面值兩者之差額；(ii)本公司就出售美麗大學20%股本權益而發行書面認沽權證(不會引致本集團失去控制權)之總負債之公平值(見附註25)；及(iii)就出售一間非全資附屬公司25%股本權益所收取代價之公平值超出於非控股權益賬面值之增幅之差額。

### (d) 儲備可分派性

於二零一八年三月三十一日，本公司可供分派予本公司擁有人之儲備約為426,978,000港元(二零一七年：436,896,000港元)。

## 27 Capital, reserves and dividends (Continued)

### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes judgements to the capital structure in light of changes in economic conditions.

The capital structure on the basis of net debt-to-capital ratio of the Group consists of net debt, which includes bank loans, trade payables, other payables and accrued charges, amount due to a director, amounts due to related parties and other liabilities, less cash and cash equivalents; and capital, which comprises all components of equity.

The directors of the Company review the capital structure on an annual basis. As part of this review, the directors consider the cost of debt and cost of capital. Based on the recommendation of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 27 資本、儲備及股息(續)

### (e) 資本管理

本集團管理資本之主要目標為保障本集團持續經營之能力，以便可透過將產品與服務定價於與風險水平相稱之水平，並按合理成本取得融資，從而繼續為股東提供回報及為其他持份者提供利益。

本集團積極及定期檢討及管理其資本架構，以在可能附帶較高借貸水平之較高股東回報與穩健資本狀況所承受利益及抵押之間取得平衡，並因應經濟狀況變動對資本架構作出判斷。

根據淨負債對資本比率之基準，本集團之資本架構由債務淨額(包括銀行貸款、應付貿易款項、其他應付款項及應計費用、應付一名董事款項、應付關連人士款項及其他負債)減現金及現金等值物以及資本(包括所有權益部分)組成。

本公司董事每年檢討資本架構。作為檢討之一部分，董事考慮債務成本及資本成本。根據董事之推薦意見，本集團將透過派付股息、發行新股份及發行新債務平衡其整體資本架構。

本公司及其任何附屬公司並無受任何外部施加之資本規定所限。

## 28 Financial risk management and fair values of financial instruments

Exposure to credit, liquidity, interest rate and foreign currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities.

The Group's exposure to risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk and concentration risk

The Group's credit risk is primarily attributable to financial assets at fair value through profit or loss, trade and other receivables, loans and interest receivables, amounts due from related parties and cash and cash equivalents. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are usually due within 30 to 90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

## 28 金融工具之金融風險管理及公平值

本集團在正常業務過程中產生信貸、流動資金、利率及外幣風險。本集團亦承受於其他實體之股本投資所產生之股本價格風險。

本集團之風險承擔額及本集團用以管理該等風險之金融風險管理政策及慣例載述如下。

### (a) 信貸風險及集中風險

本集團之信貸風險主要來自按公平值計入損益之金融資產、應收貿易款項及其他應收款項、應收貸款及利息、應收關連人士款項以及現金及現金等值物。對信貸風險之最高承擔額為各金融資產於綜合財務狀況表之賬面值。管理層設有信貸政策，並持續監察該等信貸風險承擔額。

就應收貿易款項而言，所有要求超出若干金額之信貸額之客戶會進行個別信貸評估。該等評估集中於客戶之過往到期付款紀錄及目前付款能力，並考慮客戶特定資料以及與客戶經營所在經濟環境有關之資料。應收貿易款項一般於發票日起計30至90日內到期。一般而言，本集團並無向客戶取得抵押品。



## 28 Financial risk management and fair values of financial instruments (Continued)

### (a) Credit risk and concentration risk (Continued)

The Group's exposure to credit risk arising from trade receivables is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At 31 March 2018, the Group had a certain concentration of credit risk as 40% (2017: 18%) and 73% (2017: 61%) of the total trade receivables was due from the largest customer and the five largest customers respectively. Management does not expect any significant losses from trade debtors that have not been provided for other than impairment loss on bad and doubtful debt as set out in note 16(b). Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade receivables are set out in note 16.

The Group's other receivables as at 31 March 2018 comprise mainly amounts due from business partners and consultants, advances to staff and trade deposits amounting to approximately HK\$68,190,000 (2017: HK\$90,646,000) in total. Should the counter parties default in settling the payments and/or providing services, the Group may suffer financial losses. However, the directors consider that these amounts are fully recoverable.

## 28 金融工具之金融風險管理及公平值(續)

### (a) 信貸風險及集中風險(續)

本集團來自應收貿易款項之信貸風險主要受到各客戶之個別特點影響。客戶經營所在行業及國家之拖欠風險對信貸風險亦有影響，惟程度較小。於二零一八年三月三十一日，由於應收貿易款項總額中有40%（二零一七年：18%）及73%（二零一七年：61%）分別應收最大客戶及五大客戶，故本集團有若干信貸風險集中情況。除附註16(b)所載之呆壞賬減值虧損外，管理層並不預期末撥備應收貿易賬款會出現任何重大虧損。有關本集團因應收貿易款項產生之信貸風險之進一步量化披露載於附註16。

於二零一八年三月三十一日，本集團之其他應收款項主要包括應收業務夥伴及顧問款項、向員工墊付之款項及貿易按金合共約68,190,000港元（二零一七年：90,646,000港元）。倘交易對手拖欠支付款項及／或未能提供服務，則本集團可能蒙受財務損失。然而，董事認為該等款項可全數收回。



## 28 Financial risk management and fair values of financial instruments (Continued)

### (a) Credit risk and concentration risk (Continued)

For loans and interest receivables, the Group manages and analyses the credit risk for each of the new and existing borrowers before standard payment terms and conditions are offered. If there is no independent rating, the Group assesses the credit quality of the borrower based on the borrower's financial position, past experience and other factors. For loans principal exceeding a predetermined amount, the Group holds collateral against these loans receivable and interest receivables in the form of guarantee executed by the guarantor. Individual risk limits are set based on the value of collaterals provided by borrowers, if required, and internal or external ratings in accordance with limits set by the directors. The credit quality classification of loans receivable and their respective interest receivables as at 31 March 2018 using the Group's credit rating system is set out in the table below:

Performing	履行中
Doubtful	呆賬
Loss	虧損

The Group considers the loans and respective interest receivables as doubtful if the repayment of principal and/or of interest has been overdue and principal, accrued interest and/or future interest may not be fully secured by the collaterals. The Group considers the loans and respective interest receivables as loss if the repayment of principal and/or of interest has been overdue for more than 12 months and the collection of principal and/or of interest in full is improbable.

## 28 金融工具之金融風險管理及公平值(續)

### (a) 信貸風險及集中風險(續)

就貸款及應收利息而言，本集團於提供標準支付條款及條件前管理及分析各全新及現有借款人之信貸風險。倘未有獨立評級，本集團會根據借款人之財務狀況、過往經驗及其他因素評估借款人之信貸質素。就超過預定金額之貸款本金而言，本集團以擔保人簽立擔保之形式持有該等應收貸款及應收利息之抵押品。個別風險限額根據借款人所提供抵押品(如有需要)之價值以及按照董事所設限額之內部或外部評級而釐定。下表載列於二零一八年三月三十一日使用本集團信貸評級制度進行應收貸款及其相關應收利息之信貸質素分類：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
56,167	58,809
60	1,500
—	—
<b>56,227</b>	<b>60,309</b>

本集團認為，倘本金及／或利息還款已逾期，且本金、應計利息及／或未來利息未必由抵押品全額擔保，則貸款及相關應收利息屬呆賬。本集團認為，倘本金及／或利息還款已逾期超過十二個月，且不大可能全額收回本金及／或利息，則貸款及相關應收利息屬虧損。

## 28 Financial risk management and fair values of financial instruments (Continued)

### (a) Credit risk and concentration risk (Continued)

The Group estimates and recognises impairment losses for the loans and interest receivables considered as “doubtful” and “loss”, taking into account of the fair values of collaterals which are inadequate to cover the loans and interest receivables. The amount of doubtful and loss of loans and interest receivables were HK\$60,000 (2017: HK\$1,500,000) as at 31 March 2018.

The Group performs collective assessment of the loans receivable considered as “performing” by grouping together all its receivables with similar credit risk characteristics. The impairment review is carried out on all those loans and interest receivables based on the historical impairment rates. Since the historical impairment rate is zero during the current year, the management therefore considers that the collective impairment loss is HK\$Nil as at 31 March 2018.

The amount of provision for impairment is monitored by the management on a monthly basis.

Loans to the top borrower and top five borrowers constituted approximately 18% (2017: 33%) and 70% (2017: 93%) of the Group’s loans receivable balance respectively as at 31 March 2018.

The directors consider that the credit risk arising from the loans receivable is significantly mitigated by the collaterals held, if required.

In respect of amounts due from related parties at 31 March 2018 amounting to approximately HK\$179,000 (2017: HK\$1,430,000), the Group may suffer financial losses if related parties default in settling the payments. However, the directors consider that these amounts are fully recoverable.

## 28 金融工具之金融風險管理及公平值(續)

### (a) 信貸風險及集中風險(續)

考慮到抵押品之公平值不足以支付貸款及應收利息，本集團就視為屬「呆賬」及「虧損」之貸款及應收利息估計並確認減值虧損。於二零一八年三月三十一日，貸款及應收利息之呆賬及虧損金額為60,000港元（二零一七年：1,500,000港元）。

本集團集合具有類以信貸風險特徵之應收款項，對視為屬「履行中」之應收貸款進行集體評估。所有該等貸款及應收利息根據過往減值率進行減值檢討。由於本年度之過往減值率為零，因此，管理層認為於二零一八年三月三十一日之集體減值虧損為零港元。

管理層每月監控減值撥備金額。

於二零一八年三月三十一日，向最大借款人及五大借款人之貸款分別構成本集團應收貸款結餘約18%（二零一七年：33%）及70%（二零一七年：93%）。

董事認為，應收貸款所產生之信貸風險由所持抵押品(如有需要)大幅降低。

就於二零一八年三月三十一日之應收關連人士款項約179,000港元(二零一七年：1,430,000港元)而言，倘該等關連人士拖欠支付款項，則本集團可能蒙受財務損失。然而，董事認為該等款項可全數收回。

## 28 Financial risk management and fair values of financial instruments (Continued)

### (a) Credit risk and concentration risk (Continued)

Substantially all the Group's cash and cash equivalents are deposited in financial institutions in Hong Kong and the PRC. The credit risk on liquid funds is limited as the majority of counterparties are financial institutions with high credit ratings assigned by international credit rating agencies and stated-controlled financial institutions with good reputation.

The Group's investments which are classified as financial assets at fair value through profit or loss together with certain deposits, are placed with securities brokers, which management believes it is of higher credit quality.

### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's Board when borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

## 28 金融工具之金融風險管理及公平值(續)

### (a) 信貸風險及集中風險(續)

本集團絕大部分現金及現金等值物均存放於香港及中國之金融機構。由於大部分交易對手為獲國際信貸評級機構授予高信貸評級之金融機構以及聲譽良好之國家控制金融機構，故流動資金之信貸風險有限。

本集團分類為按公平值計入損益之金融資產之投資連同若干存款存放於證券經紀商，管理層相信該等經紀商具備較高信貸質素。

### (b) 流動資金風險

本集團旗下個別經營實體負責其本身之現金管理，包括現金盈餘短期投資及新增貸款以應付預期現金需求，惟當借貸超過若干預定授權水平時，須經本公司董事會批准。本集團之政策為定期監察目前及預期流動資金需求，以確保其維持充足現金儲備及來自主要金融機構之足夠承諾融資額度，以應付其長短期流動資金需要。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 28 Financial risk management and fair values of financial instruments (Continued)

### (b) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities which are based on the contractual undiscounted cash flows (including interest payments, computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

Bank loans	銀行貸款
Trade payables	應付貿易款項
Other payables and accrued charges	其他應付款項及應計費用
Amount due to a director	應付一名董事款項
Amounts due to related parties	應付關連人士款項
Other liabilities	其他負債

2018 二零一八年			2017 二零一七年		
Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand
賬面值	現金流量總額	1年內或應要求	賬面值	現金流量總額	1年內或應要求
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元
99,976	99,976	99,976	67,731	67,731	67,731
52,983	52,983	52,983	38,938	38,938	38,938
132,702	132,702	132,702	130,449	130,449	130,449
562	562	562	20,338	20,338	20,338
16,246	16,246	16,246	37,308	37,308	37,308
—	—	—	19,237	20,000	20,000
302,469	302,469	302,469	314,001	314,764	314,764

## 28 金融工具之金融風險管理及公平值(續)

### (b) 流動資金風險(續)

下表詳述本集團金融負債於呈報期末之餘下合約到期日，按合約未貼現現金流量(包括採用合約利率或(倘浮動)按於呈報期末之現行利率計算之利息付款)及本集團可能須支付之最早日期編製：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 28 Financial risk management and fair values of financial instruments (Continued)

### (c) Interest rate risk

The Group's interest rate risk arises primarily from bank deposits, loans receivable and bank loans. Deposits placed and borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out in (i) below.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's net deposits (being bank deposits less net interest-bearing financial liabilities or vice versa) at the end of the reporting period.

## 28 金融工具之金融風險管理及公平值(續)

### (c) 利率風險

本集團之利率風險主要來自銀行存款、應收貸款及銀行貸款。已存放之存款及按浮息及定息發出之借貸分別令本集團承受現金流量利率風險及公平值利率風險。本集團獲管理層監察之利率組合載於下文(i)。

#### (i) 利率組合

下表詳述本集團於呈報期末之存款淨額(即銀行存款減附息金融負債淨額，反之亦然)之利率組合。

		2018 二零一八年		2017 二零一七年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Variable rate deposits:	浮息存款：				
Bank deposits and cash at bank	銀行存款及銀行現金	1.97%	110,102	1.22%	123,279
Net fixed rate borrowings:	定息借貸淨額：				
Loans receivable	應收貸款	10% - 42%	55,816	8% - 54%	59,921
Amount due to a director	應付一名董事款項	N/A 不適用	—	2.00%	(20,000)
Bank loans	銀行貸款	4.36%	(99,976)	5.32%	(67,731)
			(44,160)		(27,810)
Total net deposits	存款淨總額		65,942		95,469

## 28 Financial risk management and fair values of financial instruments (Continued)

### (c) Interest rate risk (Continued)

#### (ii) Sensitivity analysis

At 31 March 2018, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's profit after tax and increased/decreased the Group's retained profits by approximately HK\$826,000 (2017: HK\$925,000). Other components of equity would not be affected (2017: HK\$Nil) by the changes in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after-tax and retained profits assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting period. The analysis is performed on the same basis for 2017.

### (d) Foreign currency risk

The Group is not exposed to significant currency risk as most of sales, income, purchases and expenses are denominated in the functional currency of the operations to which they relate.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

## 28 金融工具之金融風險管理及公平值(續)

### (c) 利率風險(續)

#### (ii) 敏感度分析

於二零一八年三月三十一日，估計利率普遍上升／下跌100個基點而所有其他變數不變，本集團之除稅後溢利將增加／減少及本集團之保留溢利將增加／減少約826,000港元(二零一七年：925,000港元)。其他權益部分將不會受利率變動影響(二零一七年：零港元)。

上述敏感度分析顯示本集團之除稅後溢利與保留溢利之即時變動，當中假設利率變動已於呈報期末發生及已應用於該日存在之非衍生金融工具之利率風險承擔額。100個基點升跌指管理層對直至下一個年度報告期前之期間利率可能合理變動之評估。二零一七年按相同基準進行分析。

### (d) 外幣風險

由於大部分銷售、收入、購買及開支以有關業務之功能貨幣計值，故本集團並無承受重大貨幣風險。

本公司現時並無外幣對沖政策。然而，管理層會監察外幣風險，並將會考慮於需要時對沖重大外幣風險。



## 28 Financial risk management and fair values of financial instruments (Continued)

### (e) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as financial assets at fair value through profit or loss (see note 15).

The Group's listed investments are listed on both the Main Board and GEM of the Stock Exchange. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities and other industry indicators, as well as the Group's liquidity needs. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

At 31 March 2018, it is estimated that an increase/decrease of 5% (2017: 5%) in equity price, with all other variables held constant, would have increased/decreased the Group's profit after tax and retained profits by approximately HK\$4,854,000 (2017: HK\$4,905,000). Other components of consolidated equity would not be affected (2017: HK\$Nil).

The sensitivity analysis indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise assuming that the changes in the stock market index had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. It is also assumed that the fair values of the Group's equity investments would change in accordance with the historical correlation with the relevant stock market index and that all other variables remain constant. The analysis is performed on the same basis for 2017.

## 28 金融工具之金融風險管理及公平值(續)

### (e) 股本價格風險

本集團面臨來自分類為按公平值計入損益之金融資產之股本投資之股本價格變動(見附註15)。

本集團之上市投資於聯交所主板及GEM上市。買賣證券按每日監察個別證券及其他行業指標之表現以及本集團之流動資金需求而作出買賣決定。投資組合根據本集團所設限額分散於不同行業。

於二零一八年三月三十一日，估計股本價格上升／下跌5%（二零一七年：5%）而所有其他變數不變，本集團之除稅後溢利及保留溢利將增加／減少約4,854,000港元（二零一七年：4,905,000港元）。其他綜合權益部分將不會受影響（二零一七年：零港元）。

敏感度分析顯示本集團之除稅後溢利（及保留溢利）及其他綜合權益部分將會出現之即時變動，當中假設股市指數變動已於呈報期末發生及已應用於重新計量本集團於呈報期末所持令本集團承受股本價格風險之該等金融工具。同時假設本集團股本投資之公平值將會根據相關股市指數之過往相關性而變動，而所有其他變數維持不變。二零一七年按相同基準進行分析。



## 28 Financial risk management and fair values of financial instruments (Continued)

### (f) Fair value measurement

#### (i) Financial assets measured at fair value

##### Fair value hierarchy

The carrying amount of the Group's financial instruments measured at fair value at the end of the reporting period on a recurring basis shall be categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

## 28 金融工具之金融風險管理及公平值(續)

### (f) 公平值計量

#### (i) 按公平值計量之金融資產

##### 公平值層級

本集團以經常性基準按呈報期末之公平值計量之金融工具賬面值須按香港財務報告準則第13號公平值計量所界定之三個公平值層級進行分類。分類公平值計量之層級參考以下估值方法所採用輸入數據之可觀察程度及重要性而釐定：

- 第一級估值：僅使用第一級輸入數據(即於計量日在活躍市場上相同資產或負債之未經調整報價)計量之公平值。
- 第二級估值：使用第二級輸入數據(即未達第一級之可觀察輸入數據)且並無採用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據指欠缺市場數據之輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量之公平值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 28 Financial risk management and fair values of financial instruments (Continued)

### (f) Fair value measurement (Continued)

#### (i) Financial assets measured at fair value (Continued)

##### Fair value hierarchy (Continued)

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

## 28 金融工具之金融風險管理及公平值(續)

### (f) 公平值計量(續)

#### (i) 按公平值計量之金融資產(續)

##### 公平值層級(續)

下表載述本集團金融工具之公平值計量層級：

		Fair value measurement 公平值計量			
		Level 1 第一級 HK\$000 千港元	Level 2 第二級 HK\$000 千港元	Level 3 第三級 HK\$000 千港元	Total 總計 HK\$000 千港元
<b>At 31 March 2018</b>	<b>於二零一八年 三月三十一日</b>				
Listed equity securities in Hong Kong	於香港之上市股本證券	116,271	—	—	116,271
Unlisted convertible bonds in Hong Kong	於香港之非上市可換股債券	—	—	11,911	11,911
Unlisted equity fund outside Hong Kong	香港境外之非上市股本基金	—	9,717	—	9,717
		<b>116,271</b>	<b>9,717</b>	<b>11,911</b>	<b>137,899</b>
<b>At 31 March 2017</b>	<b>於二零一七年 三月三十一日</b>				
Listed equity securities in Hong Kong	於香港之上市股本證券	117,493	—	—	117,493
Unlisted convertible bonds in Hong Kong	於香港之非上市可換股債券	—	—	14,309	14,309
Unlisted equity fund outside Hong Kong	香港境外之非上市股本基金	—	7,944	—	7,944
		<b>117,493</b>	<b>7,944</b>	<b>14,309</b>	<b>139,746</b>

## 28 Financial risk management and fair values of financial instruments (Continued)

### (f) Fair value measurement (Continued)

#### (i) Financial assets measured at fair value (Continued)

##### Fair value hierarchy (Continued)

During the years ended 31 March 2018 and 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Valuation techniques and inputs used in Level 2 fair value measurements:

The fair value of the unlisted equity fund was determined with reference to the net asset value of the fund which are provided by the broker.

Information about Level 3 fair value measurements:

The fair value of the unlisted convertible bonds of approximately HK\$11,911,000 (2017: HK\$14,309,000) as at 31 March 2018 represents the aggregate of the fair value of the bonds as if they do not include a conversion option and fair value of the conversion option embedded in the convertible bonds.

The fair value of the bonds as if they do not include a conversion option is determined using discounted cash flows method. A discount rate of 12.05% (2017: 9.29%) is applied. The fair value measurement is negatively correlated to the discount rate.

## 28 金融工具之金融風險管理及公平值(續)

### (f) 公平值計量(續)

#### (i) 按公平值計量之金融資產(續)

##### 公平值層級(續)

截至二零一八年及二零一七年三月三十一日止年度，第一級與第二級之間並無轉換，亦無自第三級轉入或轉出。本集團之政策是於發生公平值層級轉換之呈報期末確認有關轉換。

第二級公平值計量使用之估值方法及輸入數據：

非上市股本基金之公平值參考經紀商所提供基金之資產淨值釐定。

有關第三級公平值計量之資料：

於二零一八年三月三十一日，非上市可換股債券之公平值約11,911,000港元(二零一七年：14,309,000港元)指債券之公平值總額，猶如並不包括轉換權及可換股債券所附轉換權之公平值。

猶如並不包括轉換權之債券公平值使用貼現現金流量法釐定。所用貼現率為12.05%(二零一七年：9.29%)。公平值計量與貼現率為反比關係。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 28 Financial risk management and fair values of financial instruments (Continued)

### (f) Fair value measurement (Continued)

#### (i) Financial assets measured at fair value (Continued)

##### Fair value hierarchy (Continued)

The fair value of the conversion option embedded in the convertible bonds is determined using Binomial Lattice model and the significant unobservable input used in the fair value measurement is the expected volatility. An expected volatility of 52% (2017: 70%) is applied. The fair value measurement is positively correlated to the expected volatility.

The above fair values were determined by the directors of the Company with reference to valuation carried out by an independent valuer.

Movement in fair value measurements within Level 3 during the year are as follows:

Financial assets	金融資產
At 1 April	於四月一日
Payment for purchases	購買付款
Interest received	已收利息
Unrealised (loss)/gain recognised in profit or loss	於損益中確認之未變現(虧損)/收益
At 31 March	於三月三十一日

The unrealised (loss)/gain above are included in "net unrealised gains on financial assets at fair value through profit or loss" under "turnover" in the consolidated statement of profit or loss.

#### (ii) Financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 March 2018 and 2017.

## 28 金融工具之金融風險管理及公平值(續)

### (f) 公平值計量(續)

#### (i) 按公平值計量之金融資產(續)

##### 公平值層級(續)

可換股債券所附轉換權之公平值使用二項式點陣模式釐定，而公平值計量所用之重大不可觀察輸入數據為預期波幅。所用預期波幅為52%（二零一七年：70%）。公平值計量與預期波幅為正比關係。

上述公平值由本公司董事參考獨立估值師進行之估值釐定。

年內第三級內之公平值計量變動如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
14,309	—
—	12,000
(240)	—
(2,158)	2,309
<b>11,911</b>	<b>14,309</b>

上述未變現(虧損)/收益計入綜合損益表「營業額」項下「按公平值計入損益之金融資產之未變現收益淨額」。

#### (ii) 並非按公平值列賬之金融工具

本集團按成本或攤銷成本列賬之金融工具賬面值與其於二零一八年及二零一七年三月三十一日之公平值並無重大差異。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 29 Reconciliation of liabilities arising from financial activities

The table below details changes in the Group's liabilities arising from financing activities, including cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

## 29 金融活動產生之負債對賬

下表詳述本集團金融活動產生之負債變動，包括現金及非現金變動。金融活動產生之負債乃指其現金流量曾經或未來現金流量將於本集團之綜合現金流量表中分類為金融活動產生之負債。

		Amount due to a director 應付一名 董事款項 HK\$'000 千港元 (note 21) (附註 21)	Other liabilities 其他負債 HK\$'000 千港元 (note 25) (附註 25)	Bank loans 銀行貸款 HK\$'000 千港元 (note 19) (附註 19)	Total 總計 HK\$'000 千港元
<b>At 1 April 2017</b>	<b>於二零一七年 四月一日</b>	20,338	19,237	67,731	107,306
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動</b>				
Proceeds from new bank borrowings	新增銀行貸款之所得款項	—	—	99,976	99,976
Repayment of bank borrowings	償還銀行貸款	—	—	(74,982)	(74,982)
Interest on bank borrowings	銀行借貸之利息	—	—	(3,618)	(3,618)
Repayment to a director	向一名董事還款	(20,016)	—	—	(20,016)
<b>Total changes from financing cash flows</b>	<b>融資現金流量變動總額</b>	(20,016)	—	21,376	1,360
<b>Exchange adjustments</b>	<b>匯兌調整</b>	240	—	7,251	7,491
<b>Other changes:</b>	<b>其他變動：</b>				
Interest on other liabilities (note 5(a))	其他負債之利息 (附註 5(a))	—	763	—	763
Expiration of other liabilities	其他負債屆滿	—	(20,000)	—	(20,000)
Interest on bank borrowings (note 5(a))	銀行借貸之利息 (附註 5(a))	—	—	3,618	3,618
<b>Total other changes</b>	<b>其他變動總額</b>	—	(19,237)	3,618	(15,619)
<b>At 31 March 2018</b>	<b>於二零一八年 三月三十一日</b>	562	—	99,976	100,538

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 30 Commitments

- (a) Capital commitments outstanding at 31 March 2018 not provided for in the consolidated financial statements are as follows:

Contracted but not provided for	已訂約但未撥備
— acquisition of property, plant and equipment	— 收購物業、機器及設備

- (b) At 31 March 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

Within 1 year	1年內
After 1 year but within 5 years	1年後但5年內

The Group is the lessee in respect of certain properties under operating leases. The leases typically run for an initial period of one to ten years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased every one to four years to reflect market rental. None of the leases includes contingent rentals.

## 31 Contingent liabilities

At 31 March 2018 and 2017, the Group had no material contingent liabilities.

## 30 承擔

- (a) 於二零一八年三月三十一日未履行而未於綜合財務報表撥備之資本承擔如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
1,424	1,424

- (b) 於二零一八年三月三十一日，根據不可撤銷經營租賃應付之日後最低租賃付款如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
22,962	28,576
36,438	45,343
59,400	73,919

本集團為經營租賃項下若干物業之承租人。租賃一般初步為期一至十年，可選擇於重新磋商所有條款時續訂租賃。租賃付款通常每一至四年有所增加，以反映市場租金。概無租賃包括或然租金。

## 31 或然負債

於二零一八年及二零一七年三月三十一日，本集團概無重大或然負債。

## 32 Business combinations

### (a) Acquisition of Sun Fung Capital Limited

On 28 April 2016, Trillion Well International Finance Company Limited, a wholly-owned subsidiary of the Group, acquired the entire equity interest in Sun Fung Capital Limited (“Sun Fung”) for a cash consideration of HK\$485,000. Sun Fung is principally engaged in the provision of money lending services in Hong Kong.

### (b) Acquisition of Wealthy Sound Limited

On 23 May 2016, Sau San Tong (Beijing) Investments Limited, a wholly-owned subsidiary of the Group, entered into a sale and purchase agreement with the other joint venturer for the acquisition of the remaining 50% equity interest in Wealthy Sound Limited at a cash consideration of HK\$4,119,000. Upon completion of this acquisition, Wealthy Sound Limited and its subsidiaries (together “Wealthy Sound Group”), which were joint ventures prior to this acquisition, became subsidiaries of the Group. The Group’s interests in joint ventures was treated as disposed of and reacquired at fair value on the date of obtaining control. As a result, a gain on remeasurement of interests in joint ventures to fair value amounting to HK\$1,663,000 has been recognised and is included in other net income (see note 4).

## 32 業務合併

### (a) 收購新峰投資(亞洲)有限公司

於二零一六年四月二十八日，本集團全資附屬公司富威國際財務有限公司以現金代價485,000港元收購新峰投資(亞洲)有限公司(「新峰」)之全部股本權益。新峰主要於香港從事提供放債服務。

### (b) 收購志聲有限公司

於二零一六年五月二十三日，本集團全資附屬公司Sau San Tong (Beijing) Investments Limited與其他合營企業投資者訂立買賣協議，以現金代價4,119,000港元收購志聲有限公司餘下50%股本權益。此項收購完成後，志聲有限公司及其附屬公司(統稱「志聲集團」)(於是次收購前為合營企業)成為本集團之全資附屬公司。本集團於合營企業之權益被視作於取得控制權當日按公平值出售及重新收購。因此，重新計量合營企業權益公平值之收益1,663,000港元已獲確認，並計入其他收入淨額(見附註4)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 32 Business combinations (Continued)

(c) Fair value of the identifiable assets and liabilities arising from the acquisitions as at the respective dates of acquisition was as follows:

## 32 業務合併(續)

(c) 於各收購日產生之可確認資產及負債公平值如下：

		2017 二零一七年		
		Sun Fung 新峰 HK\$'000 千港元	Wealthy Sound Group 志聲集團 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	—	216	216
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	3,161	3,184
Cash and cash equivalents	現金及現金等值物	5	1,343	1,348
Other payables and accrued charges	其他應付款項及應計費用	(138)	(11,245)	(11,383)
Deferred income	遞延收入	—	(2,218)	(2,218)
Fair value of net identifiable liabilities assumed	所承擔可識別負債淨額之公平值	(110)	(8,743)	(8,853)
Fair value of previously held interests	過往所持有權益之公平值	—	4,372	4,372
Goodwill arising on acquisition	收購產生之商譽	595	8,490	9,085
Total consideration, satisfied by cash	以現金支付之代價總額	485	4,119	4,604
Net cash outflow/(inflow) arising on the acquisitions:	收購產生之現金流出／(流入)淨額			
Cash consideration paid	已付現金代價	485	4,119	4,604
Less: deposits paid in prior year	減：往年已付按金	—	(4,119)	(4,119)
Less: cash and cash equivalents acquired	減：所收購現金及現金等值物	(5)	(1,343)	(1,348)
		480	(1,343)	(863)

## 32 Business combinations (Continued)

- (c) Fair value of the identifiable assets and liabilities arising from the acquisitions as at the respective dates of acquisition was as follows: (Continued)

Acquisition-related costs of HK\$50,000 arising from acquisition was included in “general and administrative expenses” in the consolidated statement of profit or loss.

The goodwill arising on these acquisitions was attributable to the expected synergies, earnings growth, future market development and the assembled workforce of the acquirees. These benefits were not recognised separately from goodwill because they did not meet the recognition criteria for identified intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

- (d) Impact of acquisitions on the results of the Group:

In 2017, Sun Fung contributed HK\$5,947,000 to turnover and profit of HK\$4,867,000 to the Group’s results for the year. Wealthy Sound Group contributed HK\$8,864,000 to turnover and loss of HK\$6,667,000 to the Group’s results for the year.

Had these business combinations been effected on 1 April 2016, Sun Fung would have contributed HK\$5,947,000 to turnover and profit of HK\$4,746,000 to the Group’s results for the year; and Wealthy Sound Group would have contributed HK\$9,337,000 to turnover and loss of HK\$5,096,000 to the Group’s results for the year. This pro-forma information is for illustration purposes and should not be viewed as an indication of the result of operations that would have occurred if the acquisition had been completed on 1 April 2016.

## 32 業務合併(續)

- (c) 於各收購日產生之可確認資產及負債公平值如下：(續)

收購產生之收購相關成本50,000港元已計入綜合損益表中之「一般及行政開支」。

此等收購產生之商譽乃歸因於被收購方之預期協同效應、盈利增長、未來市場發展及配套員工。該等利益並未與商譽分開確認，乃由於其並未滿足可識別之無形資產之確認標準。

概無此項收購產生之商譽預期將可作扣稅目的。

- (d) 收購對本集團業績之影響：

於二零一七年，新峰為本集團年內業績貢獻營業額5,947,000港元及溢利4,867,000港元。志聲集團為本集團年內業績貢獻營業額8,864,000港元及虧損6,667,000港元。

假設此等業務合併於二零一六年四月一日生效，新峰會為本集團之年內業績貢獻營業額5,947,000港元及溢利4,746,000港元；而志聲集團則會為本集團之年內業績貢獻營業額9,337,000港元及虧損5,096,000港元。此備考資料僅作說明用途，不應被視為假設收購事項於二零一六年四月一日完成時營運業績之指標。

### 33 Changes in ownership interest in a subsidiary without change of control

On 14 September 2016, Sau San Tong Holdings Inc., a wholly-owned subsidiary of the Company, disposed 25% of the issued shares of a wholly-owned subsidiary, Sau San Tong Investment Holdings Limited (“SSTIHL”), for a consideration with a fair value of HK\$9,254,000 to an independent third party (“SSTIHL Purchaser”). The carrying amount of the non-controlling interests in SSTIHL as at the date of disposal was a deficit of HK\$2,309,000. As a result, the Group recognised a decrease in non-controlling interests of HK\$2,309,000 and an increase in equity attributable to owners of the Company of HK\$11,563,000. The effect of changes in ownership interest in SSTIHL is summarised as follows:

		HK\$'000 千港元
Carrying amount of non-controlling interest disposed	出售非控股權益之賬面值	2,309
Fair value of consideration received from holders of non-controlling interests (note)	向非控股權益持有人所收取代價之公平值(附註)	9,254
		<hr/>
Excess of consideration paid recognised in other reserve within equity	超出於權益中其他儲備確認已付代價之數額	11,563
		<hr/>

Note: The consideration was satisfied by the allotment and issue by the SSTIHL Purchaser, whose shares are listed on GEM of the Stock Exchange, of 115,680,000 shares at market price of HK\$0.10 per share. On 14 September 2016, the quoted market price was HK\$0.08 per share.

於二零一六年九月十四日，本公司全資附屬公司 Sau San Tong Holdings Inc. 向一名獨立第三方(「修身堂投資控股買方」)以公平值為 9,254,000 港元之代價出售全資附屬公司修身堂投資控股有限公司(「修身堂投資控股」)之 25% 已發行股份。修身堂投資控股於出售日期之非控股權益之賬面值為虧絀 2,309,000 港元。因此，本集團確認非控股權益減少 2,309,000 港元及本公司擁有人應佔權益增加 11,563,000 港元。修身堂投資控股擁有權權益變動影響概述如下：

附註：代價由修身堂投資控股買方(其股份於聯交所 GEM 上市)配發及發行 115,680,000 股市價為每股 0.10 港元之股份支付。於二零一六年九月十四日，市場報價為每股 0.08 港元。

## 34 Acquisition of assets through acquisition of subsidiaries

### (a) Acquisition of Kowloon West Properties Development Limited (“KW Properties”)

On 20 November 2017, the Group acquired the entire equity interest in KW Properties. KW Properties is principally engaged in property investment and its major asset is a residential property in Hong Kong classified as land and buildings.

In the opinion of management, the acquisition is in substance an acquisition of the land and buildings, rather than a business acquisition and therefore is excluded from the scope of HKFRS 3 “Business Combinations”. As such, the acquisition was not disclosed as a business combination in accordance with the requirements of HKFRS 3.

### (b) Acquisition of Achieve Plus

On 18 January 2017, the Group acquired the entire equity interest in Achieve Plus.

Achieve Plus is principally engaged in property investment and its major asset is an office property in Hong Kong classified as an investment property.

In the opinion of management, the acquisition is in substance an acquisition of the investment property, rather than a business acquisition and therefore is excluded from the scope of HKFRS 3 “Business Combinations”. As such, the acquisition was not disclosed as a business combination in accordance with the requirements of HKFRS 3.

## 34 透過收購附屬公司收購資產

### (a) 收購 Kowloon West Properties Development Limited (「KW Properties」)

於二零一七年十一月二十日，本集團收購KW Properties之全部股本權益。KW Properties主要從事物業投資，而其主要資產為被分類為土地及樓宇之一項香港住宅物業。

管理層認為，此項收購實質為收購土地及樓宇，而非收購業務，故並無納入香港財務報告準則第3項「業務合併」之範圍。因此，此項收購並無根據香港財務報告準則第3號之規定披露為業務合併。

### (b) 收購采帆

於二零一七年一月十八日，本集團收購采帆之全部股本權益。

采帆主要於香港從事物業投資，而主要資產為被分類為投資物業之一項香港辦公室物業。

管理層認為，此項收購實質為收購投資物業，而非收購業務，故並無納入香港財務報告準則第3號「業務合併」之範圍。因此，此項收購並無根據香港財務報告準則第3號之規定披露為業務合併。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 34 Acquisition of assets through acquisition of subsidiaries (Continued)

(c) The assets acquired and liabilities assumed through the acquisitions as at the dates of acquisition is as follows:

		2018 二零一八年 KW Properties KW Properties HK\$'000 千港元	2017 二零一七年 Achieve Plus 采帆 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	15,812	—
Investment property	投資物業	—	8,001
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	336	5
Cash and cash equivalents	現金及現金等值物	80	—
Other payables and accrued charges	其他應付款項及應計費用	(228)	—
Shareholder's loan	股東貸款	(11,531)	(4,924)
Current tax payable	即期應繳稅項	—	(6)
		<b>4,469</b>	<b>3,076</b>
Assignment of a shareholder's loan	轉讓一名股東之貸款	<b>11,531</b>	<b>4,924</b>
Total consideration satisfied by cash	現金支付之總代價	<b>16,000</b>	<b>8,000</b>
Net cash outflow arising on the acquisitions:	收購產生之現金流出淨額：		
Cash consideration paid	已付現金代價	16,000	8,000
Less: cash and cash equivalents acquired	減：所收購現金及現金等值物	(80)	—
		<b>15,920</b>	<b>8,000</b>

## 34 透過收購附屬公司收購資產(續)

(c) 於收購日期，透過收購事項所收購之資產及所承擔之負債如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 35 Material related party transactions and balances

### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and senior management, is as follows:

<b>Directors</b>	<b>董事</b>
Directors' fee	董事袍金
Salaries, allowances and other benefits	薪金、津貼及其他福利
Contributions to defined contribution retirement plan	界定供款退休計劃之供款
<b>Senior management</b>	<b>高級管理人員</b>
Salaries, allowances and other benefits	薪金、津貼及其他福利
Contributions to defined contribution retirement plan	界定供款退休計劃之供款

Total remuneration is included in "staff costs" (see note 5(b)).

## 35 重大關連人士交易及結餘

### (a) 主要管理人員酬金

本集團主要管理人員之酬金(包括附註7所披露已付予本公司董事之款項及已付予高級管理人員之款項)如下：

<b>2018</b> 二零一八年 <i>HK\$'000</i> 千港元	2017 二零一七年 <i>HK\$'000</i> 千港元
440	398
3,468	3,480
46	36
<b>3,954</b>	3,914
3,600	3,600
18	18
<b>3,618</b>	3,618
<b>7,572</b>	7,532

薪酬總額計入「員工成本」(見附註5(b))。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 35 Material related party transactions and balances (Continued)

### (b) Other related party transactions

In addition to the financing arrangements as mentioned in notes 19 and 21, the Group entered into the following material related party transactions during the year:

Sales of goods to a holder of non-controlling interest	向一名非控股權益持有人銷售貨品
Interest on loan due to a director	應付一名董事貸款之利息

Sales of goods to a holder of non-controlling interest were made at similar terms as the Group grants to other customers.

Balances with related parties are disclosed in the statements of financial position and in notes 18 and 21.

## 35 重大關連人士交易及結餘(續)

### (b) 其他關連人士交易

除附註19及21所述之融資安排外，本集團於年內曾進行以下重大關連人士交易：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
22,016	34,058
—	100

向一名非控股權益持有人銷售貨品乃按本集團授予其他客戶之類似條款作出。

與關連人士之結餘於財務狀況表及附註18及21披露。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 36 Financial information of the Company

## 36 本公司財務資料

### (a) Statement of financial position

### (a) 財務狀況表

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	4	4
<b>Current assets</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項	545,710	564,699
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,309	13,546
Cash and cash equivalents	現金及現金等值物	93	211
		<b>547,112</b>	<b>578,456</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Amounts due to subsidiaries	應付附屬公司款項	4,732	4,656
Other payables and accrued charges	其他應付款項及應計費用	2,870	1,579
Amount due to a director	應付一名董事款項	1,046	21,046
Other liabilities	其他負債	—	19,237
		<b>8,648</b>	<b>46,518</b>
<b>Net current assets</b>	<b>流動資產淨額</b>	<b>538,464</b>	<b>531,938</b>
<b>NET ASSETS</b>	<b>資產淨額</b>	<b>538,468</b>	<b>531,942</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	109,268	109,268
Reserves	儲備	429,200	422,674
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>538,468</b>	<b>531,942</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 36 Financial information of the Company

(Continued)

### (b) Movements in components of equity

Details of the changes in the Company's individual components of equity during the year are as follows:

## 36 本公司財務資料(續)

### (b) 權益部分之變動

於本年度本公司之個別權益部分變動之詳情如下：

		Share capital	Share premium	Share-based payment reserve	Convertible notes reserve	Other reserve	Accumulated losses	Total equity
	Note	股本	股份溢價	股份付款儲備	可換股票據儲備	其他儲備	累計虧損	權益總額
	附註	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2016	於二零一六年四月一日	36,422	499,097	4,170	1,214	(16,444)	(288,341)	236,118
<b>Changes in equity for 2017:</b>	<b>二零一七年之權益變動：</b>							
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	-	(56,530)	(56,530)
Redemption of convertible notes	贖回可換股票據	26	-	-	(1,214)	-	1,214	-
Expiration of share options	購股權屆滿	24	-	(1,948)	-	-	1,948	-
Issue of shares	發行股份	27(a)(iv)	72,846	291,382	-	-	-	364,228
Share issue expenses	股份發行開支	27(a)(iv)	-	(11,874)	-	-	-	(11,874)
At 31 March 2017	於二零一七年三月三十一日	109,268	778,605	2,222	-	(16,444)	(341,709)	531,942
At 1 April 2017	於二零一七年四月一日	109,268	778,605	2,222	-	(16,444)	(341,709)	531,942
<b>Changes in equity for 2018:</b>	<b>二零一八年之權益變動：</b>							
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	-	(13,474)	(13,474)
Expiration of other liabilities	其他負債屆滿	25	-	-	-	16,444	3,556	20,000
At 31 March 2018	於二零一八年三月三十一日	109,268	778,605	2,222	-	-	(351,627)	538,468

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 37 Subsidiaries' information

At 31 March 2018, the Company had direct or indirect interests in the following subsidiaries, which are private limited companies or, if established/incorporated outside Hong Kong, have substantially the same characteristics as a Hong Kong private limited company. The class of shares held is ordinary unless otherwise stated. The particulars of these subsidiaries at 31 March 2018 are set out below:

## 37 附屬公司資料

於二零一八年三月三十一日，本公司直接或間接於下列附屬公司(為私人有限公司或倘於香港以外成立／註冊成立，則具有與香港私人有限公司大致相同之主要特徵)擁有權益。除另有註明外，所持股份類別為普通股。該等附屬公司於二零一八年三月三十一日之詳情如下：

Name of company 公司名稱	Place of operations 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest 實際擁有權益比例		Principal activity 主要業務
			Direct 直接	Indirect 間接	
<i>Incorporated in the British Virgin Islands: 於英屬處女群島註冊成立：</i>					
Sau San Tong Holdings Inc.	Hong Kong 香港	1,000 shares of US\$1 each 1,000股每股面值1美元之股份	100%	—	Investment holding 投資控股
Sau San Tong China Holdings Limited	Hong Kong 香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	—	Investment holding 投資控股
Smartime International Investment Limited	Hong Kong 香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	—	Investment holding 投資控股
Sau San Tong China Investment Ltd.	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	—	Investment holding 投資控股
Wise Fortune Holdings Corp.	Hong Kong 香港	10 shares of US\$1 each 10股每股面值1美元之股份	100%	—	Investment holding 投資控股
Sau San Tong China Development Limited	Hong Kong 香港	10 shares of US\$1 each 10股每股面值1美元之股份	100%	—	Investment in securities and investment holding 投資於證券及投資控股
Gold Lane International Holdings Ltd.	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	—	Inactive 暫無營業
Victory Assets Holdings Ltd.	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	—	Investment holding 投資控股
Concept de beauté Limited	Hong Kong 香港	10 shares of US\$1 each 10股每股面值1美元之股份	100%	—	Inactive 暫無營業
L'institut Sau San Tong de la recherche scientifique de beauté (en France) a Limited	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	—	Inactive 暫無營業
BML	Hong Kong 香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	—	Investment holding 投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 37 Subsidiaries' information (Continued)

## 37 附屬公司資料(續)

Name of company 公司名稱	Place of operations 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest 實際擁有權權益比例		Principal activity 主要業務
			Direct 直接	Indirect 間接	
<i>Incorporated in the British Virgin Islands:</i>					
<i>(Continued)</i>					
<i>於英屬處女群島註冊成立：(續)</i>					
Gold Platform Holdings Limited	Hong Kong 香港	10 shares of US\$1 each 10股每股面值1美元之股份	100%	—	Investment holding 投資控股
Creative Time Investments Limited	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	—	Investment holding 投資控股
Brilliant Concept Co. Ltd.	Hong Kong 香港	1 share of US\$1 each 1股每股面值1美元之股份	—	100%	Investment holding 投資控股
Bright Rainbow Investments Ltd.	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	—	100%	Provision of management consultancy services 提供管理諮詢服務
Sau San Tong (Shanghai) Limited ("SST(SH)") <i>(note (i)) (附註(i))</i>	Hong Kong 香港	1,000 shares of US\$1 each 1,000股每股面值1美元之股份	—	50%	Investment holding 投資控股
Sau San Tong Healthy Trim Institute (Hangzhou) Limited ("SST(HZ)")	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	—	51%	Investment holding 投資控股
Sau San Tong (Shanghai) Development Ltd. ("SST(SHD)") <i>(note (i)) (附註(i))</i>	Hong Kong 香港	10 shares of US\$1 each 10股每股面值1美元之股份	—	50%	Inactive 暫無營業
Sau San Tong (Beijing) Investments Limited	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	—	100%	Investment holding 投資控股
Machiko Enterprises Inc.	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	—	100%	Investment holding 投資控股
Sau San Tong Healthy Trim Institute (Shenzhen) Limited ("SST(SZ)")	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	—	51%	Investment holding 投資控股
Yield Soar Limited	Hong Kong 香港	1 share of US\$1 each 1股每股面值1美元之股份	—	100%	Investment holding 投資控股
Silver Ally International Limited 銀協國際有限公司	Hong Kong 香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	—	Property holding 持有物業
Silver Shore Holdings Limited	Hong Kong 香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	—	Investment holding 投資控股
Win Ease (BVI) Limited (formerly known as "Win Ease Limited") 逸捷有限公司	Hong Kong 香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	—	Investment in securities 證券投資

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 37 Subsidiaries' information (Continued)

## 37 附屬公司資料(續)

Name of company 公司名稱	Place of operations 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest 實際擁有權益比例		Principal activity 主要業務
			Direct 直接	Indirect 間接	
<i>Incorporated in the United States of America</i> (“USA”): 於美利堅合眾國(「美國」)註冊成立:					
Sau San Tong Rodeo Drive Beauty Scientific Research Institute Limited	USA 美國	1 share of US\$1 each 1股每股面值1美元之股份	100%	—	Inactive 暫無營業
<i>Incorporated in Hong Kong:</i> 於香港註冊成立:					
SCO Talent Search Company Limited 修盈人才顧問有限公司	Hong Kong 香港	1 share 1股股份	100%	—	Inactive 暫無營業
Sau San Tong Beauty Figure Limited 修身堂有限公司	Hong Kong 香港	10,000 shares 10,000股股份	—	100%	Sale of health and beauty products and investment holding 銷售保健及美容產品及投資控股
Sau San Tong China Holdings Limited 修身堂中國控股有限公司	Hong Kong 香港	100 shares 100股股份	—	100%	Inactive 暫無營業
Sau San Tong Medical Cosmetology Healthy Trim Institute Limited 修身堂醫學美容健康纖體服務中心有限公司	Hong Kong 香港	18,750 shares 18,750股股份	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
Sau San Tong Medical Cosmetology Healthy Trim Institute (TST) Limited 修身堂醫學美容健康纖體服務中心(尖沙咀)有限公司	Hong Kong 香港	10,000 shares 10,000股股份	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
Sau San Tong Medical Cosmetology Healthy Trim Institute (Causeway Bay) Limited 修身堂醫學美容健康纖體服務中心(銅鑼灣)有限公司	Hong Kong 香港	100 shares 100股股份	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
Sau San Tong Management Limited 修身堂管理有限公司	Hong Kong 香港	100 shares 100股股份	—	100%	Provision of management consultancy services 提供管理諮詢服務
SST Advertising Agency Limited 盛世廣告代理有限公司	Hong Kong 香港	10,000 shares 10,000股股份	—	100%	Provision of advertising agency services 提供廣告代理服務
Moon Profit Limited 滿日盈有限公司	Hong Kong 香港	1 share 1股股份	—	100%	Investment holding 投資控股
Highlight International Trading Limited 崇光國際貿易有限公司	Hong Kong 香港	100 shares 100股股份	—	100%	Inactive 暫無營業

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 37 Subsidiaries' information (Continued)

## 37 附屬公司資料(續)

Name of company 公司名稱	Place of operations 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest 實際擁有權權益比例		Principal activity 主要業務
			Direct 直接	Indirect 間接	
<i>Incorporated in Hong Kong: (Continued)</i> 於香港註冊成立：(續)					
SSTIHL 修身堂投資控股	Hong Kong 香港	100 shares 100股股份	—	75%	Property holding 持有物業
Wealthy Sound Limited 志聲有限公司	Hong Kong 香港	10,000 shares 10,000股股份	—	100%	Investment holding 投資控股
Winic Management Limited 永力管理有限公司	Hong Kong 香港	1 share 1股股份	—	100%	Investment holding 投資控股
Winner Sight Limited 煒雅有限公司	Hong Kong 香港	2 shares 2股股份	—	100%	Inactive 暫無營業
Jadepower International Limited 翠力國際有限公司	Hong Kong 香港	1 share 1股股份	—	100%	Investment holding 投資控股
BUML 美麗大學	Hong Kong 香港	100 shares 100股股份	—	80%	Provision of a proprietary internet platform to promote and sell slimming beauty and health related services and products and investment holding 提供專有網絡平台，以宣傳及銷售纖體美容及保健相關之服務及產品，以及投資控股
Starry Crystal Limited 晶星有限公司	Hong Kong 香港	1 share 1股股份	—	100%	Investment holding 投資控股
Wide Duo Limited 宏雙有限公司	Hong Kong 香港	1 share 1股股份	—	80%	Inactive 暫無營業
Trillion Well International Finance Company Limited 富威國際財務有限公司	Hong Kong 香港	1 share 1股股份	—	100%	Investment holding 投資控股
Achieve Plus 采帆	Hong Kong 香港	1 share 1股股份	—	100%	Property investment 物業投資
Sun Fung 新峰	Hong Kong 香港	10,000 shares 10,000股股份	—	100%	Provision of money lending services 提供放債服務
I Pro Medical Skin Care Centre Limited 星悅美容集團有限公司	Hong Kong 香港	10,000 shares 10,000股股份	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
KW Properties (note (ii)) KW Properties (附註(ii))	Hong Kong 香港	1 share 1股股份	—	100%	Property investment 物業投資

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 37 Subsidiaries' information (Continued)

## 37 附屬公司資料(續)

Name of company 公司名稱	Place of operations 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest 實際擁有權權益比例		Principal activity 主要業務
			Direct 直接	Indirect 間接	
<i>Incorporated in Macau:</i> 於澳門註冊成立：					
Sau San Tong Macau Limited 修身堂(澳門)有限公司	Macau 澳門	Registered capital of MOP25,000 註冊資本25,000澳門幣	—	96%	Provision of beauty and slimming services 提供美容及纖體服務
<i>Incorporated in the PRC:</i> 於中國註冊成立：					
上海一定得美容有限公司("上海一定得") (note (i)) (附註(i))	The PRC 中國	Registered capital of US\$150,000 註冊資本150,000美元	—	50%	Provision of beauty and slimming services 提供美容及纖體服務
上海東紡日化銷售有限公司("東紡日化")	The PRC 中國	Registered capital of US\$5,000,000 註冊資本5,000,000美元	—	51%	Distribution sale of cosmetic and skin care products 分銷銷售化妝及護膚產品
一定得健身服務(深圳)有限公司("一定得深圳")	The PRC 中國	Registered capital of HK\$3,500,000 註冊資本3,500,000港元	—	51%	Provision of beauty and slimming services 提供美容及纖體服務
一定得纖體美體(杭州)有限公司("一定得杭州")	The PRC 中國	Registered capital of HK\$3,500,000 註冊資本3,500,000港元	—	51%	Provision of beauty and slimming services 提供美容及纖體服務
西西里美容諮詢(北京)有限公司	The PRC 中國	Registered capital of HK\$1,000,000 註冊資本1,000,000港元	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
修身堂(上海)企業管理諮詢有限公司	The PRC 中國	Registered capital of RMB6,000,000 註冊資本人民幣6,000,000元	—	100%	Provision of management consultancy services and investment holding 提供管理諮詢服務及投資控股
上海修身堂實業有限公司	The PRC 中國	Registered capital of RMB500,000 註冊資本人民幣500,000元	—	100%	Provision of franchise services 提供加盟合作服務
載生醫療信息(上海)有限公司	The PRC 中國	Registered capital of US\$200,000 註冊資本200,000美元	—	100%	Inactive 暫無營業
尊屬健康諮詢(上海)有限公司	The PRC 中國	Registered capital of US\$500,000 註冊資本500,000美元	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
尊美美容諮詢(上海)有限公司	The PRC 中國	Registered capital of US\$300,000 註冊資本300,000美元	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
寧波新生堂企業管理諮詢有限公司	The PRC 中國	Registered capital of RMB20,000,000 註冊資本人民幣20,000,000元	—	100%	Inactive 暫無營業
修身堂卓越美容(北京)有限公司	The PRC 中國	Registered capital of US\$150,000 註冊資本150,000美元	—	100%	Provision of beauty and slimming services and investment holding 提供美容及纖體服務以及投資控股
星悅醫學美容診所(北京)有限公司	The PRC 中國	Registered capital of RMB500,000 註冊資本人民幣500,000元	—	100%	Inactive 暫無營業



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 37 Subsidiaries' information (Continued)

Note:

- (i) Although the Group has only 50% ownership in SST(SHD), SST(SH) and 上海一定得, a wholly-owned subsidiary of SST(SH), the directors concluded that the Group has dominant power to direct relevant activities of SST(SHD) and SST(SH) on the basis of the Group's control over the boards of directors of respective companies because of contractual arrangements with the other shareholders of respective companies.
- (ii) The subsidiary was acquired during the year ended 31 March 2018 (see note 34).

## 37 附屬公司資料(續)

附註：

- (i) 儘管本集團僅擁有 SST(SHD)、SST(SH) 及上海一定得 (SST(SH) 之全資附屬公司) 之 50% 擁有權，惟由於與相關公司其他股東之合約安排，故董事認為本集團擁有主導權力，以按本集團對相關公司董事會控制權之基準指揮 SST(SHD) 及 SST(SH) 之相關活動。
- (ii) 此附屬公司於截至二零一八年三月三十一日止年度收購(見附註 34)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 37 Subsidiaries' information (Continued)

The following table lists out the information relating to the subsidiaries of the Group which have material non-controlling interest ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

## 37 附屬公司資料(續)

下表載列有關本集團擁有重大非控股權益(「非控股權益」)之附屬公司之資料。下文呈列之財務資料概述指任何公司間抵銷前之金額。

		2018 二零一八年					
		BUML 美麗大學	SSTIHL 修身堂 投資控股	SST(SH) 及其 附屬公司 上海一定得	SST(SH) 及其 附屬公司 東紡日化	SST(SZ) 及其 附屬公司 一定得深圳	SST(HZ) 及其 附屬公司 一定得杭州
NCI percentage	非控股權益百分比	20%	25%	50%	49%	49%	49%
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	420	45,958	470	3,042	829	—
Current assets	流動資產	11,308	1,827	51,027	430,883	80,638	3,799
Current liabilities	流動負債	(10,289)	(58,385)	(65,590)	(278,552)	(118,867)	(27,207)
Non-current liabilities	非流動負債	—	—	(4,164)	—	—	—
Net assets/(liabilities)	資產/(負債)淨值	1,439	(10,600)	(18,257)	155,373	(37,400)	(23,408)
Carrying amount of NCI	非控股權益之賬面值	288	(2,650)	(9,129)	72,237	(18,326)	(11,470)
Revenue	收益	—	—	—	2,422,133	9,113	—
(Loss)/profit for the year	年內(虧損)/溢利	(2,033)	(909)	(3,636)	33,468	(2,434)	(155)
Total comprehensive income/(loss)	全面收益/(虧損)總額	—	—	1,811	13,402	(1,034)	(754)
(Loss)/profit allocated to NCI	分配至非控股權益之(虧損)/溢利	(406)	(227)	(1,819)	16,400	(1,193)	(76)
Cash flows from operating activities, net	來自經營活動之現金流量，淨額	(81)	(93)	(39)	(45,842)	2,059	—
Cash flows from investing activities, net	來自投資活動之現金流量，淨額	—	—	—	(635)	(19)	—
Cash flows from financing activities, net	來自融資活動之現金流量，淨額	—	—	—	21,376	—	—

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 37 Subsidiaries' information (Continued)

## 37 附屬公司資料(續)

		2017 二零一七年					
		SST(SH) and its SSTIHL subsidiary, (note) 上海一定得 修身堂 投資控股 BUML 美麗大學 (附註)		SST(SZ) and its subsidiary, SST(SZ) 及 其附屬公司 東紡日化 一定得深圳		SST(HZ) and its subsidiary, SST(HZ) 及 其附屬公司 一定得杭州	
		20%	25%	50%	49%	49%	49%
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
NCI percentage	非控股權益百分比						
		1,954	47,464	567	2,652	3,670	—
Non-current assets	非流動資產						
Current assets	流動資產	11,294	1,230	48,261	353,730	57,640	3,649
Current liabilities	流動負債	(9,776)	(58,385)	(61,499)	(247,879)	(95,242)	(26,148)
Non-current liabilities	非流動負債	—	—	(3,761)	—	—	—
Net assets/(liabilities)	資產/(負債)淨值	3,472	(9,691)	(16,432)	108,503	(33,932)	(22,499)
Carrying amount of NCI	非控股權益之 賬面值	694	(2,423)	(8,215)	50,024	(16,626)	(11,025)
Revenue	收益	—	—	336	2,024,348	11,642	—
(Loss)/profit for the year	年內(虧損)/溢利	(1,846)	(455)	(293)	27,919	(3,276)	86
Total comprehensive (loss)/income	全面(虧損)/收益 總額	—	—	(1,224)	(6,641)	399	461
(Loss)/profit allocated to NCI	分配至非控股權益 之(虧損)/溢利	(370)	(114)	(146)	13,681	(1,604)	42
Dividends paid to NCI	已付非控股權益之 股息	—	—	—	8,453	—	—
Cash flows from operating activities, net	來自經營活動之 現金流量，淨額	659	(301)	206	43,961	(557)	—
Cash flows from investing activities, net	來自投資活動之 現金流量，淨額	(711)	—	(384)	(663)	545	—
Cash flows from financing activities, net	來自融資活動之 現金流量，淨額	—	—	—	35,216	—	—

Note: The results and cash flow information for the year ended 31 March 2017 presented above represented the results and cash flows from 14 September 2016 (date of partial disposal of SSTIHL) to 31 March 2017.

附註：以上呈列截至二零一七年三月三十一日止年度之業績及現金流量的資料乃指二零一六年九月十四日(部份出售修身堂投資控股的日期)至二零一七年三月十一日的業務及現金流量。

## 38 Events after the reporting period

Save as disclosed in notes 11 and 15 to the consolidated financial statements, the Group does not have significant events after the reporting period.

## 39 Accounting estimates and judgements

The methods, estimates and judgements the directors used in applying the Group's accounting policies have a significant impact on the Group's financial position and operating results. Some of the accounting policies require the Group to apply estimates and judgements, on matters that are inherently uncertain. The critical accounting judgements in applying the Group's accounting policies are described below.

### (a) Depreciation and amortisation

The Group determines the estimated useful lives and related depreciation and amortisation charge for the property, plant and equipment and intangible assets, after taking into account the estimated residual value. This estimate is based on the historical experience of the actual useful lives of the property, plant and equipment and intangible assets of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation and amortisation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

## 38 呈報期後事項

除於綜合財務報表附註11及15所披露者外，本集團於呈報期後概無重大事項。

## 39 會計估計及判斷

董事應用本集團會計政策時採用之方法、估計及判斷對本集團之財務狀況及經營業績構成重大影響。部分會計政策要求本集團對本質上不確定之事項作出估計及判斷。應用本集團會計政策之關鍵會計判斷載述如下。

### (a) 折舊及攤銷

本集團經考慮估計剩餘價值後釐定物業、機器及設備及無形資產之估計可使用年期及相關折舊及攤銷費用。此估計乃按性質及功能類似之物業、機器及設備及無形資產實際可使用年期之過往經驗作出，可因技術創新及競爭對手回應重大行業週期採取之行動而產生重大變化。倘可使用年期少於先前估計年期，則管理層將增加折舊及攤銷費用，或其將撇銷或撇減已廢棄或出售在技術上已過時或非策略之資產。

### 39 Accounting estimates and judgements

(Continued)

#### (b) Impairments

In considering the impairment loss that may be required for certain property, plant and equipment, intangible assets, investments in subsidiaries and goodwill, recoverable amount of the asset needs to be determined. The recoverable amount is the greater of the fair value less costs of disposal and the value in use. It is difficult to precisely estimate fair value less costs of disposal because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to items such as level of turnover and amount of operating costs. The Group uses all readily available information in determining an amount that is reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of items such as turnover and operating costs.

Impairment losses on loans receivable, interest receivables and trade and other receivables are assessed and provided based on the directors' regular review of ageing analysis and evaluation of collectability. A considerable level of judgement is exercised by the directors when assessing the credit worthiness and past collection history of each individual borrower/customer.

An increase or decrease in the above impairment loss would affect the operating results in the year and in future years.

The carrying amounts of the above assets have been disclosed in the consolidated statement of financial position and related notes.

### 39 會計估計及判斷(續)

#### (b) 減值

考慮可能須就若干物業、機器及設備、無形資產、於附屬公司之投資及商譽作出減值虧損時，須釐定資產可收回金額。可收回金額為公平值減出售成本與使用價值兩者之較高者。由於該等資產之市場報價未必可隨時取得，故難以準確估計公平值減出售成本。釐定使用價值時，資產產生之預期現金流量貼現至其現值，須對營業額水平及經營成本金額等項目作出重大判斷。本集團使用一切可隨時取得之資料釐定可收回金額合理概約金額，包括按合理及可支持假設作出估計及對營業額及經營成本等項目作出預測。

應收貸款、應收利息以及貿易應收賬款及應收其他款項之減值虧損乃根據董事定期檢討賬齡分析及可收回性評估作出評估及撥備。董事於評估各個別借款人／客戶之信譽及過往收款紀錄時作出相當程度之判斷。

上述減值虧損之增減將影響本年度及未來年度之經營業績。

上述資產之賬面值已於綜合財務狀況表及相關附註中披露。

### 39 Accounting estimates and judgements

(Continued)

#### (c) Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets are recognised for tax losses not yet used and temporary deduction differences. As those deferred tax assets can only be recognised to the extent that it is probable that future profit will be available against which the unused tax credit can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

#### (d) Inventory provision

The Group performs regular reviews of the carrying amounts of inventories with reference to aged inventories analyses, projections of expected future saleability of goods and management experience and judgement. Based on this review, write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in customers' performance, actual saleability of goods may be different from estimation and profit or loss could be affected by differences in this estimation.

The carrying amount of inventories has been disclosed in the consolidated statement of financial position and note 14.

### 39 會計估計及判斷(續)

#### (c) 所得稅

釐定所得稅撥備涉及對若干交易之未來稅務處理方式及稅務規則之詮釋作出判斷。本集團審慎評估交易之稅務影響，並相應制定稅務條文。有關交易之稅務處理方式定期重新考慮，以計及所有稅務法例變動。

遞延稅項資產乃就未動用稅項虧損及暫時扣減差額確認。由於該等遞延稅項資產僅可在可能有未來盈利以供使用未動用稅項抵免抵銷之情況下確認，故管理層於評估未來應課稅盈利之可能性時須作出判斷。管理層評估會定期檢討，倘可能有未來應課稅溢利使遞延稅項資產可收回，則確認額外遞延稅項資產。

#### (d) 存貨撥備

本集團定期參考存貨賬齡分析、預期貨品之未來銷售情況及管理層之經驗及判斷而審閱存貨之賬面值。根據此審閱，倘存貨之賬面值跌至低於其估計可變現淨值，則本集團會撇減存貨之價值。由於客戶表現出現之變動，故實際貨品之銷售情況可能與估計有所不同，而此估計之差異可能影響損益。

存貨之賬面值已於綜合財務狀況表及附註14中披露。

### 39 Accounting estimates and judgements

(Continued)

#### (e) Fair value of financial assets under Level 3 measurements

The fair value of unlisted convertible bonds is determined by using valuation techniques including reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value.

### 40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 March 2018 and which have not been adopted in these consolidated financial statements. These include the following which may be relevant to the Group:

Amendments to HKAS 40	Investment property <sup>1</sup>
Amendments to HKFRS 2	Share-based payment: Classification and measurement of share-based payment transactions <sup>1</sup>
Annual improvements to HKFRSs 2014 – 2016 cycle	HKFRS 12 Disclosure of interests in other entities – Clarification of the scope of the standard <sup>1</sup>
HKFRS 15 and amendments to HKFRS 15	Revenue from contracts with customer and clarifications to HKFRS 15 <sup>1</sup>
HKFRS 16	Leases <sup>2</sup>
HKFRS 9	Financial instruments <sup>1</sup>
HK(IFRIC) 23	Uncertainty over income tax treatments <sup>2</sup>

### 39 會計估計及判斷(續)

#### (e) 第三級金融資產之公平值計量

未上市可換股債券之公平值乃採用估值技術釐定，包括參考如貼現現金流分析及期權定價模式等其他大致相同之工具。該類模型之輸入盡可能來自可觀察市場，惟取得輸入不可行時，則確定公平值時須作出一定程度之判斷。

### 40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響

截至本綜合財務報表刊發日期，香港會計師公會已頒佈多項在截至二零一八年三月三十一日止年度尚未生效且於該等綜合財務報表並未採納之若干修訂本及新準則。當中包括以下可能與本集團有關之事項：

香港會計準則第40號(修訂本)	投資物業 <sup>1</sup>
香港財務報告準則第2號(修訂本)	股份付款：股份付款交易之分類及計量 <sup>1</sup>
香港財務報告準則二零一四年至二零一六年週期之年度改進	香港財務報告準則第12號披露於其他實體之權益 – 澄清標準範圍 <sup>1</sup>
香港財務報告準則第15號及香港財務報告準則第15號(修訂本)	客戶合約收入及香港財務報告準則第15號之澄清 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>1</sup>
香港(國際財務報告詮釋委員會) – 第23號	所得稅項處理之不確定性 <sup>2</sup>



**40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018 (Continued)**

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019.

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

**HKFRS 9, Financial instruments**

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, Financial instruments: Recognition and measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, HKFRS incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification of financial liabilities. Expected impacts of the new requirements on the Group's consolidated financial statements are as follows:

**40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)**

<sup>1</sup> 於二零一八年一月一日或之後開始之年度期間生效。

<sup>2</sup> 於二零一九年一月一日或之後開始之年度期間生效。

本集團正在評估上述修訂本及新準則在首次應用期間預期產生之影響，迄今，本集團已識別新準則中可能對綜合財務報表造成重大影響之若干方面。預期影響之進一步詳情討論如下。由於本集團尚未完成其評估，故本集團可於適當時候識別進一步影響，並將於決定於其生效日期前是否採納任何該等新規定及根據新準則有替代方法時採用何種過渡方法時考慮該等影響。

**香港財務報告準則第9號「金融工具」**

香港財務報告準則第9號將取代金融工具會計處理之現行準則：香港會計準則第39號「金融工具：確認及計量」。香港財務報告準則第9號引入金融資產分類及計量、金融資產減值計算及對沖會計法之新規定。另一方面，香港財務報告準則包括香港會計準則第39號有關確認及終止確認金融工具以及金融負債分類之規定，並無作出實質修改。新規定對本集團綜合財務報表之預期影響如下：

**40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018 (Continued)**

**HKFRS 9, Financial instruments (Continued)**

**(a) Classification and measurement**

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (“FVTPL”) and (3) fair value through other comprehensive income (“FVTOCI”) as follows:

- The classification for debt instruments is determined based on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the asset. If a debt instrument is classified as FVTOCI then effective interest, impairments and gains/losses on disposal will be recognised in profit or loss.
- For equity securities, the classification is FVTPL regardless of the entity’s business model. The only exception is if the equity security is not held for trading and the entity irrevocably elects to designate that security as FVTOCI. If an equity security is designated as FVTOCI then only dividend income on that security will be recognised in other comprehensive income without recycling.

Based on the preliminary assessment, the Group expects that its financial assets currently measured at amortised cost and FVTPL will continue with their respective classification and measurements upon the adoption of HKFRS 9.

**40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)**

**香港財務報告準則第9號「金融工具」(續)**

**(a) 分類及計量**

香港財務報告準則第9號載有金融資產之三個主要分類：(1)按攤銷成本、(2)按公平值計入損益(「按公平值計入損益」)及(3)按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量，如下：

- 債務工具之分類乃基於實體管理金融資產之業務模式及該資產之合約現金流量特點而釐定。倘債務工具分類為按公平值計入其他全面收益，則實際權益、減值及出售收益／虧損將於損益內確認。
- 就股本證券而言，不論實體採用何種業務模式均分類為按公平值計入損益。唯一例外情況為倘股本證券並非持作買賣及該實體不可撤回地選擇指定該證券按公平值計入其他全面收益。倘股本證券獲指定為按公平值計入其他全面收益計量，則僅該證券之股息收入將於其他全面收益內確認，而不會重覆進行。

根據初步評估，本集團預期其現時按攤銷成本及按公平值計入損益計量之金融資產將於採納香港財務報告準則第9號後繼續其各自之分類及計量。

**40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018 (Continued)**

**HKFRS 9, Financial instruments (Continued)**

**(a) Classification and measurement (Continued)**

The classification and measurement requirements for financial liabilities under HKFRS 9 largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated as FVPTL that is attributable to changes of that financial liability's own credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). A more detailed analysis is required to determine the extent of the impact.

**(b) Impairment**

The new impairment model in HKFRS 9 replaces the "incurred loss" model in HKAS 39 with an "expected credit loss" model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group's trade receivables, loans receivable, interest receivables and other financial assets. However, a more detailed analysis is required to determine the extent of the impact.

**40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)**

**香港財務報告準則第9號「金融工具」(續)**

**(a) 分類及計量(續)**

香港財務報告準則第9號項下金融負債之分類及計量規定與香港會計準則第39號大致上保持不變，惟香港財務報告準則第9號規定因金融負債本身信貸風險有變而導致指定為按公平值計入損益之金融負債公平值變動，須於其他全面收益內確認(不可重新分類至損益)。本集團需要更詳盡分析以確定影響之程度。

**(b) 減值**

香港財務報告準則第9號之新減值模式以「預期信貸虧損」模式取代香港會計準則第39號項下之「已產生虧損」模式。根據預期信貸虧損模式，毋須再待發生虧損事件方確認減值虧損。相反，實體須視乎資產以及事實及情況確認及計量預期信貸虧損為12個月預期信貸虧損或永久預期信貸虧損。此新減值模式可能導致提早就本集團貿易應收款項、應收貸款、應收利息及其他金融資產確認信貸虧損。然而，本集團需要更詳盡分析以確定影響之程度。

**40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018 (Continued)**

**HKFRS 15, Revenue from contracts with customers**

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, Revenue, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specified the accounting for revenue from construction contracts. The Group is currently assessing the impacts of adopting HKFRS 15 on its consolidated financial statements. Based on the preliminary assessment, the Group has identified the following areas which are likely to be effected:

**(a) Timing of revenue recognition**

The Group's revenue recognition policies are disclosed in note 2(z). Currently, revenue arising from the provision of services is recognised over time, whereas revenue from the sale of goods is generally recognised when the risks and rewards of ownership have passed to the customers.

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. HKFRS 15 identified 3 situations in which control of the promised good or service is regarded as being transferred over time:

- (a) When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;

**40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)**

**香港財務報告準則第15號「客戶合約收入」**

香港財務報告準則第15號建立確認客戶合約收入之全面框架。香港財務報告準則第15號將取代現有收益準則，即香港會計準則第18號「收益」(其涵蓋銷售貨物及提供服務所產生之收益)及香港會計準則第11號「建築合約」(其訂明建築合約收益之會計處理方法)。本集團現正評估採納香港財務報告準則第15號對其綜合財務報表之影響。根據初步評估，本集團已識別以下可能受影響之範圍：

**(a) 收益確認時間**

本集團之收益確認政策於附註2(z)披露。目前，因提供服務產生之收益乃按時間基準確認，而銷售商品之收益一般在所有權之風險及回報已轉移至客戶時確認。

根據香港財務報告準則第15號，收益乃於客戶取得合約所承諾貨物或服務之控制權時確認。香港財務報告準則第15號識別對承諾貨物或服務之控制被視為隨時間轉移之三種情況：

- (a) 當客戶於實體履約時同時接受及使用實體履約所提供之利益時；

**40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018 (Continued)**

**HKFRS 15, Revenue from contracts with customers (Continued)**

**(a) Timing of revenue recognition (Continued)**

- (b) When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- (c) When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

As a result of this change from the risk-and-reward approach to the contract-by-contract transfer-of-control approach, it is possible that the point in time when revenue is recognised may be earlier or later than under the current accounting policy. However, further analysis is required to determine whether this change in accounting policy may have a material impact on the amounts reported in any given financial reporting period.

**40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)**

**香港財務報告準則第15號「客戶合約收入」(續)**

**(a) 收益確認時間(續)**

- (b) 當實體履約時創造或提高客戶(隨建立或提高該資產之時)所控制之資產(如在建工程)；
- (c) 當實體履約時並無創造對實體而言具替代用途之資產，且該實體對迄今完成之履約付款具有可執行權利。

倘合約條款及實體活動並不屬於任何該等三種情況，則根據香港財務報告準則第15號，實體於某一指定時間點(即控制權轉移時)就銷售貨品或服務確認收益。所有權風險及回報之轉移僅為釐定控制權轉移發生時將考慮之其中一項指標。

由於自風險及回報法轉為向按合約轉讓控制權法之該項變動，確認收益之時間點亦可能較根據現行會計政策之時間點提前或推遲。然而，釐定此會計政策變動是否會對任何特定財務報告期間所呈報金額之重大影響有待進一步分析。

**40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018 (Continued)**

**HKFRS 15, Revenue from contracts with customers (Continued)**

**(b) Significant financing component**

HKFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance or in arrears.

Currently, the Group would only apply such policy when payments are significantly deferred, which is currently not common in the Group's arrangements with its customers. Currently, the Group does not apply such a policy when payments are received in advance.

**(c) Sales with a right of return**

Currently when the customers are allowed to return the products, the Group estimates the level of returns and makes an adjustment against revenue and cost of sales.

The Group expects that the adoption of HKFRS 15 will not materially affect how the Group recognises revenue and cost of sales when the customers have a right of return. However, the new requirement to recognise separately a return asset for the products expected to be returned will impact the presentation in the consolidated statement of financial position as the Group currently adjusts the carrying amounts of inventory for the expected returns, instead of recognising a separate asset.

**40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)**

**香港財務報告準則第15號「客戶合約收入」(續)**

**(b) 重大融資部分**

香港財務報告準則第15號規定實體於合約包含重大融資部分時就貨幣時間價值調整交易價格，而不論客戶之付款將大幅提前收取或延遲收取。

目前，本集團僅於付款大幅延遲時（目前本集團與其客戶間之安排中並不常見）應用此政策。目前，本集團並無於付款提前收取時採納此政策。

**(c) 設有退貨權之銷售**

目前，當客戶獲准退回產品時，本集團估計退回程度並對收益及銷售成本作出調整。

本集團預期，採納香港財務報告準則第15號對本集團於客戶擁有退貨權時如何確認收益及銷售成本並無重大影響。然而，新規定就預期將予退回之產品個別確認為退回資產將影響於綜合財務狀況表之呈列，此乃由於本集團現時就預期退貨調整存貨賬面值，而並非確認為個別資產。



**40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018 (Continued)**

**HKFRS 16, Leases**

As disclosed in note 2(m), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their right and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

**40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)**

**香港財務報告準則第16號「租賃」**

誠如附註2(m)所披露，本集團現時將租賃分類為融資租賃及經營租賃，並視乎租賃分類以不同方式對租賃安排列賬。本集團(作為出租人)與其他人士(作為承租人)訂立若干租約。

預期香港財務報告準則第16號將不會大幅影響出租人將其於租約項下權利及責任之入賬方式。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受切實可行權宜方法規限，承租人將按與現有融資租賃會計處理方法類似之方式將所有租賃入賬，即承租人將於租賃開始日期按日後最低租賃付款之現值確認及計量租賃負債，並將確認相應「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債未償還結餘之應計利息開支及使用權資產折舊，而非根據現有政策於租賃期內按系統化基準確認根據經營租賃產生之租賃開支。作為一項切實可行權宜方法，承租人可選擇不將此會計模式應用於短期租賃(即租賃期為12個月或以下)及低價值資產之租賃，於該等情況下，租金開支將繼續於租賃期內按系統化基準確認。



**40 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2018 (Continued)**

**HKFRS 16, Leases (Continued)**

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the consolidated statement of profit or loss over the period of the lease. As disclosed in note 30(b), at 31 March 2018 the Group's future minimum lease payments under non-cancellable operating leases amounted to HK\$59,400,000 for properties, the majority of which is payable between 1 and 5 years after the reporting date. Some of these amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

**40 截至二零一八年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)**

**香港財務報告準則第16號「租賃」(續)**

香港財務報告準則第16號將主要影響本集團(作為租賃承租人)就物業、機器及設備(現時分類為經營租賃)之會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，並影響租賃期間於綜合損益表確認開支之時間。誠如附註30(b)所披露，於二零一八年三月三十一日，本集團於不可撤銷經營租賃項下就物業日後最低租賃付款為59,400,000港元，其中大部分須於報告日期後一至五年內支付。因此，一旦採納香港財務報告準則第16號，若干該等款項可能須確認為租賃負債，並附帶相應使用權資產。經考慮切實可行權宜方法之適用性及就現時與採納香港財務報告準則第16號期間已訂立或終止之任何租賃及貼現影響作出調整後，本集團將須進行更為詳細之分析以釐定於採納香港財務報告準則第16號時經營租賃承擔所產生之新資產及負債金額。

## CORPORATE INFORMATION 公司資料

### Board of Directors

#### Honorary Chairman

Dr. CHEUNG Yuk Shan, Shirley

#### Executive Directors

Mr. MUI Wai Sum

Mr. CHAN Ka Kin

#### Non-Executive Directors

Dr. CHEUNG Yuk Shan, Shirley

Mr. Takashi TOGO

#### Independent Non-Executive Directors

Mr. HONG Po Kui, Martin

Ms. CHIU Kam Hing, Kathy

Mr. LAU Wai Leung, Alfred

### Company Secretary

Mr. IP Wai Sing

### Audit Committee and Remuneration Committee

Mr. HONG Po Kui, Martin

Ms. CHIU Kam Hing, Kathy

Mr. LAU Wai Leung, Alfred

### Nomination Committee

Mr. CHAN Ka Kin

Mr. MUI Wai Sum

Mr. HONG Po Kui, Martin

Ms. CHIU Kam Hing, Kathy

Mr. LAU Wai Leung, Alfred

### 董事會

#### 榮譽主席

張玉珊博士

#### 執行董事

梅偉琛先生

陳家健先生

#### 非執行董事

張玉珊博士

東鄉孝士先生

#### 獨立非執行董事

康寶駒先生

趙金卿女士

劉偉樑先生

### 公司秘書

葉偉勝先生

### 審核委員會及薪酬委員會

康寶駒先生

趙金卿女士

劉偉樑先生

### 提名委員會

陳家健先生

梅偉琛先生

康寶駒先生

趙金卿女士

劉偉樑先生

## CORPORATE INFORMATION 公司資料

### Authorised Representatives

Mr. CHAN Ka Kin  
Mr. MUI Wai Sum

### Auditor

Baker Tilly Hong Kong Limited  
2nd Floor  
625 King's Road  
North Point  
Hong Kong

### Registered Office

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### Head Office and Principal Place of Business in Hong Kong

16th Floor  
Prosperity Tower  
39 Queen's Road Central  
Central  
Hong Kong

### Principal Share Registrar and Transfer Office in the Cayman Islands

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 授權代表

陳家健先生  
梅偉琛先生

### 核數師

天職香港會計師事務所有限公司  
香港  
北角  
英皇道625號  
2樓

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 總辦事處及香港主要營業地點

香港  
中環  
皇后大道中39號  
豐盛創建大廈  
16樓

### 開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## CORPORATE INFORMATION 公司資料

### Branch Share Registrar and Transfer Office in Hong Kong

Tricor Standard Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### Principal Banker

Bank of China (Hong Kong) Limited  
Kwun Tong Plaza Branch  
G1 Kwung Tong Plaza  
68 Hoi Yuen Road  
Kwun Tong, Kowloon

Hang Seng Bank Limited  
Tsim Sha Tsui Branch  
3/F, 18 Carnarvon Road,  
Tsim Sha Tsui, Kowloon

Nanyang Commercial Bank  
Yaumatei Branch  
309 Nathan Road  
Kowloon

### Website

[www.sst-holding.com](http://www.sst-holding.com)

### Stock Code

8200

### 香港股份過戶登記分處

卓佳標準有限公司  
香港  
皇后大道東 183 號  
合和中心 22 樓

### 主要往來銀行

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九龍觀塘  
開源道 68 號  
觀塘廣場 G1  
觀塘廣場分行

恒生銀行有限公司  
九龍尖沙咀  
加拿分道 18 號 3 樓  
尖沙咀分行

南洋商業銀行  
九龍  
彌敦道 309 號  
油麻地分行

### 網站

[www.sst-holding.com](http://www.sst-holding.com)

### 股份代號

8200



修身堂控股有限公司  
SAU SAN TONG HOLDINGS LIMITED

16/F., PROSPERITY TOWER, 39 QUEEN'S ROAD CENTRAL, CENTRAL, HONG KONG  
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